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JULY 5, 1985

VOLUME 8 #27/85

OSC BULLETIN



The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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THE ONTARIO SECURITIES COMMISSION

OSC BULLETIN

VOLUME 8 #27/85

JULY 5, 1985

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CHAPTER 1
NOTICES/PRESS RELEASES

1.1 CUMULATIVE INDEX

Due to technical difficulties the Cumulative Index for Volume 8, covering the period from January 4, 1985, to June 28, 1985, will be published in the next OSC Bulletin.

CHAPTER 2
DECISIONS, ORDERS AND RULINGS

2.1 MARPEP PUBLISHING LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MARPEP PUBLISHING LIMITED

ORDER
(Section 140)

WHEREAS by order (the "Marpep Order") dated December 8, 1982, the Ontario Securities Commission (the "Commission") exempted Marpep Publishing Limited ("Marpep") from complying with the minimum free capital requirements of subsection 14(4) of the Regulation to the Commodity Futures Act and subsection 95(3) of the Regulation to the Securities Act, subject to the conditions therein contained;

AND WHEREAS by order dated June 24, 1983, the Commission extended the termination date contained in the Marpep Order to June 30, 1984;

AND WHEREAS by order dated June 25, 1984, the Commission extended the termination date contained in the Marpep Order to June 30, 1985;

AND WHEREAS Marpep has represented to the Deputy Director, Commodity Futures, in a letter dated June 26, 1985, that, effective November 19, 1984, it has ceased to engage in activities which would require registration as a Commodity Trading Adviser under the Commodity Futures Act;

AND WHEREAS the Commission is satisfied that to extend again the termination date contained in the Marpep Order in respect of Marpep's registration as a Securities Adviser under the Securities Act will not be prejudicial to the public interest;

IT IS ORDERED that the Marpep Order be and the same is hereby varied by deleting the termination date contained in paragraph 2(ii) of the Marpep Order, as amended, and inserting in its stead June 30, 1986.

June 28th, 1985.

"S. M. Beck"

"Charles Salter"

2.2 DORE EXPLORATIONS INC.

Headnote

Section 73 (1) - Ruling by the Commission that the issuance of common shares by a reporting issuer to one of its creditors shall not be subject to sections 24 and 52 of the Act - Reporting issuer to provide creditor with a copy of the rulings and a statement that as a consequence of these rulings, certain protections, rights and remedies provided by the Act will not be available to the creditor - Reporting issuer to obtain from the creditor and to file with the Commission a written acknowledgement by the creditor.

Section 73(1) - Ruling by the Commission that the first trade in common shares acquired by creditor shall be made in accordance with subsection 71(5) of the Act and section 18a of the regulations to the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF DORE EXPLORATIONS INC.

RULINGS
(Section 73 (1))

UPON the application of Dore Explorations Inc. ("Dore"), formerly Jerome Explorations Limited, to the Ontario Securities Commission (the "Commission") for a ruling under subsection 73(1) of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that the issuance by Dore of 134,532 of its common shares to Maurex Resources Limited ("Maurex") shall not be subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

- (a) Dore, an Ontario corporation, is a reporting issuer, as defined in the Act, and is not in default of any requirement of the Act or the regulations made thereunder (the "Regulations");
- (b) The authorized capital of Dore, as at April 9, 1985, consisted of 2,000,000 preference shares, none of which were issued and outstanding, and 5,509,501 common shares, of which 3,643,515 were issued and outstanding;
- (c) The common shares of Dore are listed and posted for trading on The Alberta Stock Exchange;
- (d) As at December 14, 1984, Dore was indebted to Maurex in the aggregate amount of \$26,906.50 in connection with geological services which Maurex rendered to Dore during the period between January 1 and August 22, 1984;

- (e) Pursuant to a written agreement dated December 14, 1984 between Dore and Maurex, Maurex agreed to accept 134,532 common shares of Dore in full satisfaction of the indebtedness referred to in paragraph (d) above; and
- (f) at all material times, Maurex was acting at arm's length from Dore;

AND UPON being satisfied that to make these rulings would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the issuance by Dore of 134,532 of its common shares to Maurex in full satisfaction of the indebtedness referred to in paragraph (d) above shall not be subject to sections 24 and 52 of the Act, provided that:

1. Dore provides to Maurex a copy of these rulings together with a statement (the "Statement") that as a consequence of these rulings certain protections, rights and remedies provided by the Act, including statutory rights of rescission or damages, will not be available to Maurex; and
2. Dore obtains from Maurex and files with the Commission a written acknowledgement by Maurex that:
 - (i) it has received a copy of these rulings and the Statement;
 - (ii) it is aware of the limitations imposed by these rulings upon the disposition of the common shares of Dore which it acquired pursuant to these rulings; and
 - (iii) it is aware that the protections, rights and remedies provided by the Act in respect of securities issued pursuant to a prospectus will be unavailable to it with respect to the common shares of Dore which it acquired pursuant to these rulings;

AND IT IS FURTHER RULED pursuant to subsection 73(1) of the Act that the first trade in the common shares of Dore acquired by Maurex pursuant to these rulings shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulations, as if such common shares had been acquired by Maurex pursuant to a prospectus exemption referred to in subsection 71(5) of the Act.

July 3, 1985.

"Charles Salter"

"R. J. Kane"

2.3 THE NEW BRUNSWICK TELEPHONE COMPANY, LIMITED

Headnote

Section 140 - Order by the Commission varying two Rulings and an Order previously granted by the Commission pursuant to sections 73 and 79, respectively, of the Act - Variation Order amends a recital in the earlier Rulings and Order and extends one of the Rulings to include the first trade in common shares acquired under a shareholder dividend re-investment and optional share purchase plan and an employee share purchase plan.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF THE NEW BRUNSWICK TELEPHONE COMPANY, LIMITED

ORDER
(Section 140)

UPON the application of The New Brunswick Telephone Company, Limited ("NB Tel") on its own behalf, on behalf of a corporation which is to become the parent corporation of NB Tel ("Parent") and on behalf of their respective shareholders (collectively, the "Applicants") to the Ontario Securities Commission (the "Commission"), for an order pursuant to section 140 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") to vary the rulings and the order (the "Rulings and Order") granted by the Commission pursuant to sections 73 and 79, respectively, of the Act to the Applicants on April 15, 1985;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

(a) Paragraph (c) of the recitals to the Rulings and Order states that:

"(c) On the effective date of the Arrangement, the holders of common shares of NB Tel (except dissenting shareholders) will automatically become holders of the same number of common shares of Parent;"; and

(b) Notwithstanding paragraph (c) of the recitals to the Rulings and Order, the holders of partly paid common shares of NB Tel will not receive the same number of common shares of Parent because Parent will not be issuing fractional common shares; and

(c) A shareholder dividend re-investment and optional share purchase plan and an employee share purchase plan (collectively, the "Plans") will be adopted by Parent, which Plans will be substantially similar to plans currently maintained by NB Tel;

AND UPON being satisfied that to so order would not be prejudicial to the public interest;

NOW THEREFORE IT IS ORDERED pursuant to section 140 of the Act that the Rulings and Order be varied as follows:

1. Delete paragraph (c) of the recitals and substitute the following:

"(c) On the effective date of the Arrangement, the holders of common shares of NB Tel (except dissenting shareholders and holders of partly paid shares) will automatically become holders of the same number of common shares of Parent;"

2. Delete the word "and" at the end of paragraph (f) of the recitals;
3. Add the word "and" at the end of paragraph (g) of the recitals;
4. Add a paragraph (h) to the recitals as follows:

"(h) A shareholder dividend re-investment and optional share purchase plan and an employee share purchase plan (collectively, the "Plans") will be adopted by Parent, which Plans will be substantially similar to plans currently maintained by NB Tel;"

5. Delete the preamble of the first ruling pursuant to section 73 and substitute the following:

"NOW THEREFORE IT IS RULED that, notwithstanding subsection 71(5) of the Act, the first trade (other than from the holding of any person, company or combination of persons or companies holding a sufficient number of any securities of Parent to affect materially the control of Parent) in common shares of Parent acquired by a former holder of common shares of NB Tel as a result of the Reorganization or in common shares of Parent acquired under one of the Plans, is not subject to section 52 of the Act provided that:"

6. Delete the word "and" at the end of clause (ii) of the first ruling pursuant to section 73; and
7. Add a clause (iii) to the first ruling pursuant to section 73 as follows:

"(iii) disclosure is made to the Commission in accordance with section 57 of the regulations under the Act in respect of common shares of Parent issued under the Plans; "; and

8. Amend the number of the existing clause (iii) of the first ruling pursuant to section 73 to clause (iv).

June 28, 1985.

"Charles Salter"

"R. J. Kane"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS

3.1 REASONS/DECISIONS

3.1.1 SELKIRK COMMUNICATIONS LIMITED

3.1.2 SLAIGHT COMMUNICATIONS INC./SLAIGHT BROADCASTING INC.

The following insert is a decision made in the matter of SELKIRK COMMUNICATIONS LIMITED, (Applicant) -and- SLAIGHT COMMUNICATIONS INC. and SLAIGHT BROADCASTING INC., (Respondents).

RE1643/85

SUPREME COURT OF ONTARIOTORONTO MOTIONS COURT

IN THE MATTER OF THE)
 CANADA BUSINESS CORPORATIONS)
 ACT, S.C. 1974-75, Chapter 33,)
 Sections 197(1) and 198(3))

IN THE MATTER OF STANDARD)
 BROADCASTING CORPORATION)
 LIMITED)

B E T W E E N:)

SELKIRK COMMUNICATIONS)
 LIMITED)

Applicant)

- and -)

SLAIGHT COMMUNICATIONS INC.)
 and SLAIGHT BROADCASTING INC.)

Respondents)

B. Tait, Q.C.
 for the appellant

H.L. Morphy
 for the respondents

Heard: June 27, 1985

MCKINLAY J. (Orally):

The applicant Selkirk Communications Limited asks for an order pursuant to s. 198(3) of the Canadian Business Corporations Act ("CBCA") requiring that Slaight Broadcasting Inc. correct the Offer and Offering Circular circulated to shareholders of Standard Broadcasting Corporation Limited in a takeover bid for control of Standard.

On May 8, 1985, a press announcement was released stating that Hollinger Argus Limited had agreed to deposit its 49% holding of common shares of Standard under an offer by Slaight for all of the outstanding common shares of Standard at a price of \$21.50 cash per share. Other details of the offer were set out in the release including a statement that "The offer will be conditional upon approval by the Canadian Radio-Television and Telecommunications Commission ("CRTC") within 120 days from the date of the offer."

The offer was, in fact, made to shareholders on June 11, 1985 and remains open until July 2, 1985.

Because the terms of the offer contemplate that deposited shares will not be taken up and paid for for up to 123 days after the date of the offer because of the required CRTC approval, an order was made by Steele J. on May 24, 1985 exempting Slaight or its parent from the provisions of s. 188(a) of the CBCA. That section provides that:

188. Bid for all shares.--Where a take-over bid is for all the shares of any class,

(a) shares deposited pursuant to the take-over bid, if not taken up by the offeror, may be withdrawn by or on behalf of an offeree at any time after sixty days following the date of the take-over bid;

Prior to the agreement between Hollinger and Slaight, dated May 8, 1985, (the same date as the press release) Selkirk had carried on negotiations with Hollinger for the purchase of its 49% holding, but for whatever reason was unsuccessful in those negotiations.

Selkirk now wishes to make an offer to the shareholders of Standard. On June 21, 1985, Selkirk applied to the Ontario Securities Commission for, among other things, an order under s. 99 of the Securities Act of Ontario that Selkirk's offer be open for less than the 21 day period required by s. 89(1)2 of that Act. The application was refused, and in its reasons the Ontario Securities Commission stated, at p. 4:

There has been no material non-disclosure that affects the shareholders of Standard, or indeed any investors in the market. The majority shareholder has made its deal, and presumably, was able to bargain head to head for what it considered to be the best deal, and not only for itself, but for the minority shareholders of Standard. It's no part of the function of the Ontario Securities Commission to second guess deals that majority shareholders may make and whether a better deal might have been possible.

Selkirk has recently become a holder of one common share of Standard, and now comes before the court in that

capacity. It argues that Slaight in its Offering Circular has not fulfilled its obligations under s. 59 of the Regulations under the CBCA which sets out the information to be disclosed in an Offering Circular. Selkirk also argues that Slaight has not fulfilled its obligations under s. 169(7) of the Regulations under the Securities Act which requires "full, true, and plain disclosure of the matters required to be disclosed therein." Although the words of Ontario Securities Commission quoted above do not echo the precise words of s. 169(7), it is clear that the Commission, which is charged with the administration of the Securities Act, is satisfied that the disclosure of facts in the Slaight Offering Circular is sufficient to protect shareholders of Standard.

I am invited by counsel for Slaight to be satisfied with that finding of the Commission, and to pursue the matter no further. Given the particular of substantial expertise of the members of the Commission, I find that invitation attractive, but for at least two reasons I decline. First, the reasons of the Commission do not make it clear that the specific allegations of non-disclosure made by Selkirk on this application were considered by the Commission; second, the application before me is made under s. 198(3) of the CBCA, and is an application to the court. In considering the possible exercise of my discretion under s. 198(3), I should

be foolish indeed not to take note of the findings of the Commission, but in the circumstances of this application it is my opinion that an independent assessment by the court of the detailed allegations is called for.

The appropriate standard of materiality of information for the purposes of complying with s. 59 of the Regulations is the clear and simple standard set out in the judgment of the Supreme Court of the United States in TSC Industries, Inc. et al. v. Northway Inc., and approved by Montgomery J. in Royal Trustco Ltd. et al. v. Campeau Corp. et al., 31 O.R. (2d) 75 and by the Ontario Court of Appeal in Sparling v. Royal Trustco Ltd. (1984), 45 O.R. 484, that is:

"an omitted fact is material if there is a substantial likelihood that a reasonable shareholder would consider it important in deciding how to vote"

-- in this case in deciding whether to accept the offer of Slaight.

Allegations of non-disclosure

i) It is alleged that the Circular, (which incorporates the terms of the Offer) does not inform the shareholder with reasonable certainty when payment for the shares will be received.

The basis of this complaint seems to be that Slaight knew when the Offer was made that CRTC approval (which is a condition of the taking up of the shares, which condition may be waived by Slaight) would not be available prior to September or October of 1985. This information is not included in the Circular.

However, in both the summary of the Offer and in the Offer itself it is made abundantly clear that if CRTC approval is not publicly announced within 120 days of the Offer Slaight may withdraw the Offer and not take up and pay for the shares. Payment is to be made on or before 3 days following CRTC approval. The date of the Offer is June 11, 1985. I consider that any reasonable offeree would not expect for a certainty to be paid for his shares earlier than 123 days after June 11, 1985. Therefore there is no failure here to disclose a material fact.

ii) Slaight applied to the Ontario Securities Commission and obtained an order on June 6, 1985 pursuant to s. 99(e) of the Securities Act exempting it in part from the provisions of Part XIX of that Act. The order authorized a provision in the Offer limiting the period for deposit of shares pursuant to the Offer to any period from 21-35 days, as decided by Slaight, provided that:

- (i) The Offer provides that Slaight Communications or the Slaight Subsidiary, as the case may be, shall either take up and pay for Shares deposited pursuant to the Offer within three days after the decision of the CRTC is rendered, if such decision approves the change in control of Standard that will result if the Offer is successful, or return all Shares deposited pursuant to the Offer within three days after the decision of the CRTC is rendered, if such decision does not approve the change in control of Standard, provided that if the CRTC decision is not rendered within 120 days after the date of the Offer, the Offer shall be abandoned and all Shares deposited pursuant to the Offer shall be returned within three days to the registered holders thereof;

The words underlined above were not included in the Offer.

Slaight contends that the last proviso was not intended to be included in the Offer, and that it was unnecessary, because the provisions of s. 89(1)13 and 14 of the Securities Act effect that result by law in any event. Although I agree that the effect of those provisions of the Securities Act is as argued, I am of the opinion that these words were intended by the Commission to be included in the Offer. However, that does not answer the question of whether their omission constitutes the omission of a fact which if included would

have altered the decision of any reasonable offeree. In my opinion any reasonable offeree would have assumed such a result. The Commission, which must be deemed to have known on Friday last of its own previous order seems to have drawn a similar conclusion.

iii) The applicant also alleges that Slaight did not fulfill the requirements of s. 59(b) of the Regulations under the CBCA, which reads as follows:

59. "A take-over bid circular referred to in subsection 191(1) of the Act shall contain the following information:

...

- (b) a statement of the withdrawal rights of offerees under paragraphs 188(a) and 190(a) of the Act and the dates before which and after which offerees who deposit their shares may exercise those rights;

As stated above, Steele J. made an order on May 24, 1985 exempting Slaight from the provisions of s. 188(a). Therefore, no rights exist under that section. The 10-day withdrawal rights under s. 190(a) are clearly set out in the Offer.

But counsel for Selkirk argues that an investor has the right to assume that the withdrawal right under s. 188(a) is

available unless he is clearly informed in the Circular that it has been removed. Informing offerees of the absence of such right, he says, is of greater importance than informing them of its existence. The existence of the right can be ascertained by reading the statute or by seeking legal advice. Its absence can only be ascertained by a search of court files--a procedure that even a very careful solicitor is not apt to follow when asked for legal advice. Thus, Mr. Tait argues, if a requirement to disclose the absence of the withdrawal right cannot be read into s. 59(b) of the Regulations, it is clearly a material fact known to the offeror within the terms of s. 59(q).

I admit that at first blush this argument was most convincing. However, I must again consider whether the presence of such information in the Circular would have altered the decision of any reasonable offeree. I think it would not. It is clear from the material that there is a 120-day period to satisfy the CRTC approval condition, and also that payment must be made within 3 days of that date. If payment is not made within that 3 days, Slaight must return the shares in accordance with the June 6, 1985 order of the Commission. Any reasonable offeree, being informed only of the 10-day withdrawal rights set out in paragraph 7 of the Offer, and knowing of the provision for payment within 123 days of the Offer date, would assume that if he did not

exercise the 10-day withdrawal right, his shares would be tied up for the full 123 days.

iv) The applicant also says that Slaight has not fulfilled the requirements of s. 59(i) of the Regulations which reads:

59. "A take-over bid circular referred to in subsection 191(1) of the Act shall contain the following information:

...

(i) where the shares of the offeree corporation are to be paid for wholly or partly in money, details of any arrangements that have been made by the offeror to ensure that the required funds are available to take up and pay for the shares of the offeree corporation deposited pursuant to the take-over bid;

Paragraph 15 of the Circular is headed "Availability of Funds". It reads:

A major Canadian Chartered Bank has confirmed to the depository that subject to the satisfaction of the condition in clause (a) of section 5 of the offer "Conditions of the Offer" relating to CRTC approval of the change in control of Standard that will result the offer is successful it will make sufficient funds available to enable Slaight Broadcasting to require all of the shares and pay up to \$450,000 of the expenses associated therewith.

The argument of Selkirk is that the statement does not indicate whether there is an arrangement for funding if less than all shares of Standard are deposited under the Slaight Offer.

Counsel for Selkirk insists that the distinction is not a matter of semantics. If Slaight acquired 100% of the shares by deposit, or if the number deposited exceeded 90%, enabling Slaight to obtain the balance compulsorily, Slaight would have unfettered control of Standard and its resources. It is argued, however, that if less than 90% of the shares of Standard are deposited to the Slaight Offer, Standard will continue to have a significant block of minority shareholders whose existence may substantially restrict the unfettered discretion of Slaight as to the management and use of Standard and its resources. It would not be unreasonable for a lender to be willing to lend funds to achieve total control but be unwilling to lend funds if less than total control is available.

Counsel for Selkirk relies on the decision in Calgary Power Ltd. v. Atco Ltd., 13 Alta. L.R. 2d 344 to support his position.

Although that case deals with disclosure as to availability of funds, the facts were significantly different

from the facts in this case. There was no doubt in that case that there was non-disclosure of an actual limitation on the availability of funds.

In this case there is no allegation of non-disclosure of an existing limitation, but at most a suspicion of a possibility of such limitation. The provision in the Circular indicates only one limitation on availability of funds, and that is fulfillment of the condition for CRTC approval. Although the provision might have been drafted to make it more clear that no other limitation to funding exists, I certainly cannot assume such a limitation. If there is such an undisclosed limitation, it would be a most serious matter for anyone with knowledge of its existence - solicitor or client - to withhold that information from the court, because I have no doubt that it would be non-disclosure of a material fact within the terms of s. 59(q) of the Regulations.

In balancing the statutory requirements of full and frank disclosure with the worthwhile objective of making the Offering and Offering Circular comprehensible, the draftsman has an onerous task. The inclusion of more information than is necessary can tend to obscure rather than clarify the true terms of the Offer. I consider that an appropriate balance has been reached in this case.

The application for an order pursuant to s. 198(3) of the CBCA is dismissed with costs to the respondent.

Released: JUN 28 1985

17 June 1985

RE1643/85

SUPREME COURT OF ONTARIO

TORONTO MOTIONS COURT

IN THE MATTER OF THE
CANADA BUSINESS CORPORATIONS
ACT, S.C. 1974-75, Chapter 33,
Sections 197(1) and 198(3)

IN THE MATTER OF STANDARD
BROADCASTING CORPORATION
LIMITED

B E T W E E N:

SELKIRK COMMUNICATIONS
LIMITED

Applicant

- and -

SLAIGHT COMMUNICATIONS INC.
and SLAIGHT BROADCASTING INC.

Respondents

ORAL JUDGMENT

MCKINLAY J.

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 BASIC RESOURCES INTERNATIONAL - BAHAMAS - LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BASIC RESOURCES INTERNATIONAL
- BAHAMAS - LTD.

TEMPORARY ORDER

(Section 123(3))

UPON the Ontario Securities Commission (the "Commission") being of the opinion that it is in the public interest to make this order; AND UPON the Commission being requested by Basic Resources International - Bahamas - Ltd. (the "Company") to impose a cease trade order with respect to trading in the securities of the Company pending a news release. IT IS ORDERED pursuant to subsection 123(3) of the Securities Act, R.S.O. 1980, c.466 that all trading in securities of the Company shall cease and that this order shall remain in full force and effect pending the release of further information concerning the results of an arbitration award between the Company and Societe Nationale Elf Aquitaine.

June 26th, 1985.

"Charles Salter"

"M. A. Taschereau"

4.1.2 AUPAN RED LAKE RESOURCES LTD.

4.1.3 MINDEEN MINERALS LIMITED

4.1.4 MW RESOURCES LIMITED

4.1.5 REGAL GOLDFIELDS LIMTIED

4.1.6 WEST HILL ENERGY INC.

AUPAN RED LAKE RESOURCES LTD.
MINDEEN MINERALS LIMITED
MW RESOURCES LIMITED
REGAL GOLDFIELDS LIMTIED
WEST HILL ENERGY INC.

Temporary cease trading order issued June 27, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 11, 1985, at 10:00 a.m.

4.1.7 HYDROCARBON 1979 EXPLORATION PROGRAM

4.1.8 MUSTO EXPLORATIONS LIMITED

4.1.9 NORTH FRONT LIMITED PARTNERSHIP

HYDROCARBON 1979 EXPLORATION PROGRAM
MUSTO EXPLORATIONS LIMITED
NORTH FRONT LIMITED PARTNERSHIP

Temporary cease trading order issued July 4, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 18, 1985, at 10:00 a.m.

4.1.10 CLAREVIEW GARDENS APARTMENT PROJECT

4.1.11 PARKVIEW VILLAGE II LIMITED PARTNERSHIP

CLAREVIEW GARDENS APARTMENT PROJECT
PARKVIEW VILLAGE II LIMITED PARTNERSHIP

Temporary cease trading order issued June 28, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 12, 1985, at 10:00 a.m.

4.2 BASIC RESOURCES INTERNATIONAL - BAHAMAS - LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BASIC RESOURCES INTERNATIONAL
- BAHAMAS - LTD.

ORDER
(Section 123)

UPON the Ontario Securities Commission (the "Commission") having made a Temporary Order (the "Temporary Order") on June 26, 1985, that all trading in securities of BASIC RESOURCES INTERNATIONAL - BAHAMAS - LTD. should cease for a period of 15 days from the date thereof;

AND UPON the Commission being of the opinion that such action is in the public interest;

IT IS ORDERED pursuant to section 123 of the Securities Act, R.S.O. 1980, c.466 that the Temporary Order be rescinded.

July 3rd, 1985.

"Charles Salter"

"R. J. Kane"

4.2.1 FRODAC CONSOLIDATED ENERGY RESOURCES LTD.

FRODAC CONSOLIDATED ENERGY RESOURCES LTD.

The cease trading order dated June 24, 1985, was rescinded July 4, 1985, the company being now up-to-date with its filings.

4.2.2 CLAREVIEW GARDENS APARTMENT PROJECT

CLAREVIEW GARDENS APARTMENT PROJECT

The cease trading order dated June 28, 1985, was rescinded July 4, 1985, the company being now up-to-date with its filings.

4.2.3 AME LIMITED

AME LIMITED

The cease trading order dated January 20, 1983, and continued February 3, 1983, was rescinded July 3, 1985, the company being now up to date with its filings.

4.3 EXTENDING CEASE TRADING ORDERS

4.3.1 PELHAM GOLD MINES LIMITED

4.3.2 RAMBLER OIL COMPANY

4.3.3 WESTMILLS CANADA INC.

PELHAM GOLD MINES LIMITED
RAMBLER OIL COMPANY
WESTMILLS CANADA INC.

The cease trading order dated June 19, 1985, with respect to each company was continued July 3, 1985, pending each company complying with Part XVII of the Securities Act.

4.3.4 BINARY TECHNOLOGY FUNDING INC.

4.3.5 CAPTAIN CONSOLIDATED RESOURCES LTD.

BINARY TECHNOLOGY FUNDING INC.
CAPTAIN CONSOLIDATED RESOURCES LTD.

The cease trading order dated June 20, 1985, with respect to each company was continued July 4, 1985, pending each company complying with Part XVII of the Securities Act.

4.3.6 EAST COAST ENERGY LIMITED

EAST COAST ENERGY LIMITED

The cease trading order dated June 14, 1985, was continued June 28, 1985, pending the company complying with Part XVII of the Securities Act.

4.3.7 WIMBERLY RESOURCES LTD.

WIMBERLY RESOURCES LTD.

The cease trading order dated June 18, 1985, was continued July 2, 1985, pending the company complying with Part XVII of the Securities Act.

4.3.8 BARYMIN EXPLORATIONS LIMITED

4.3.9 CONSOLIDATED NATURAL GAS COMPANY

BARYMIN EXPLORATIONS LIMITED
CONSOLIDATED NATURAL GAS COMPANY

The cease trading order dated June 13, 1985, with respect to each company was continued June 27, 1985, pending each company complying with Part XVII of the Securities Act.

4.4 OUTSTANDING CEASE TRADING ORDERS

OUTSTANDING CEASE TRADING ORDERS AS AT JUNE 30, 1985

SYMBOLS:

RI	REPORTING ISSUER
*	COMPANIES DISSOLVED
#	PARTIAL ORDER

While the Ontario Securities Commission uses reasonable efforts to ensure the accuracy of this list, it disclaims any responsibilities for any damage consequent upon any inaccuracy herein.

	*	113639 CANADA INC. (7/27/77)
		(formerly THE VILLAGER SHOE SHOPPES (CANADA) LTD.)
	#	243978 ALBERTA INC. (4/12/81)
	#	489060 ONTARIO LTD. (4/12/81)
		585862 ONTARIO LIMITED AND
		584529 ONTARIO LIMITED (7/26/84)
	*	A. W. WHITE MICA LIMITED (12/13/76)
RI		ABACUS CITIES LIMITED (5/18/79)
	*	ABALARD GOLD MINES LIMITED (8/16/76)
	*	ABERDOON MINES LIMITED (12/2/74)
	*	ACADIA URANIUM MINES LIMITED (9/16/74)
	*	ACME GAS AND OIL CO. LIMITED (9/6/77)
	*	ADELEMONT GOLD MINES LIMITED (9/20/76)
	*	ADMIRAL YELLOWKNIFE MINES LIMITED (9/20/76)
RI		ADVANCE RED LAKE GOLD MINES LIMITED (10/20/77)
RI		ADVOCATE MINES LIMITED (6/29/82)
RI		AERO ENERGY LTD. (09/30/83)
	*	AJAX MINERALS LIMITED (8/4/76)
	*	ALCOURT MINES LIMITED (8/9/72)
	*	ALIT-EL MINES LIMITED (4/9/75)
	*	ALJO MINES LIMITED (9/27/76)
RI		ALL-CAN HOLDINGS LTD. (4/11/79)
	*	ALLAN R. GOHEEN AND THE ALLAN R. GOHEEN
		MORTGAGE FUND (2/6/81)
	*	ALLEGHENY MINING AND EXPLORATIONS CO. LIMITED (10/30/72)
	*	ALLIED TELEMEDIA LIMITED (8/30/72)
RI		ALLONT LIMITED (5/31/83)
	*	ALMADA EXPLORATIONS LIMITED (11/8/72)
	*	ALWYN PORCUPINE MINES LIMITED (8/12/76)
RI		AMALGAMATED BEAU BELLE MINES (9/30/76)
RI		AMCAN INDUSTRIES CORPORATION (4/22/82)
RI		AME LIMITED (1/20/83)
	*	AMEREL MINING COMPANY LIMITED (12/23/74)
RI		ANATOLE RESOURCES LIMITED (7/11/79)
	*	ANDACOLLO MINING COMPANY LIMITED (3/1/73)
RI		ANDOVER RESOURCES LTD. (10/20/83)
RI		ANDOWAN MINES LIMITED (10/24/73)
	*	ANGLO AMERICAN NICKEL MINING CORPORATION LIMITED (12/23/74)
RI		ANJAMIN MINES LIMITED (1/27/75)
	*	ANSON-CARTWRIGHT MINES LIMITED (9/20/76)
RI		ANTARES SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
RI		ANTHEX INDUSTRIES LIMITED (2/10/78)
	*	ANUWON URANIUM MINES LIMITED (10/12/72)
		AQUABLAST INC. (5/29/74)

RI AQUACARE INTERNATIONAL LIMITED (6/7/71)
 * ARCTIC YELLOWKNIFE MINES LIMITED (8/17/76)
 ARCTURUS SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
 * ARDEL EXPLORATIONS LIMITED (7/7/76)
 RI ARGOSY FILMS INC. AND
 "THE LAST CHASE" (8/21/84)
 * ARGOSY FINANCIAL GROUP OF CANADA LIMITED (4/15/80)
 RI ARGOSY MINING CORPORATION LIMITED (6/6/85)
 * ARGYLL GOLD MINES LIMITED (10/29/73)
 * ARNO MINES LIMITED (7/3/75)
 * ARROW TUNGSTEN MINES LIMITED (9/15/72)
 ARTANIS INVESTMENT COMPANY (12/23/81)
 * ASTONISH LAKE URANIUM MINING CORPORATION LTD. (12/29/71)
 * ASTRABRUN MINES LIMITED (10/17/72)
 RI ATLANTIC GOLD MINES LIMITED (10/15/82)
 ATLANTIC TUNGSTEN CORP. LTD. (4/9/75)
 * ATLAS RAINBOW MINES LIMITED (4/2/74)
 * ATTWOOD COPPER MINES LIMITED (9/15/72)
 RI AUGUST PORCUPINE GOLD MINES LIMITED (9/6/77)
 RI AUPAN RED LAKE RESOURCES LTD. (6/27/85)
 AUROX MINES LTD. (8/3/72)
 RI AURUM GOLD MINES LIMITED (1/15/76)
 * AUTOTELIC INDUSTRIES LTD. (3/2/73)
 * AVA GOLD MINING COMPANY LIMITED (10/17/72)
 * AVENUE OF AMERICA RECORDING LIMITED (5/8/74)
 RI AVOCA MINES CANADA LIMITED (10/21/77)
 * AZEN MINES LIMITED (8/30/76)
 RI AZL RESOURCES INC. (6/28/83)
 RI B.D.M. FUND LIMITED, THE (2/14/74)
 RI B.M.I. CAPITAL INC. (12/22/82)
 * BAD BOY APPLIANCES & FURNITURE LIMITED (8/26/77)
 * BALBOA MINING AND INVESTMENTS LTD. (4/9/75)
 RI BALDWIN CONSOLIDATED MINES LIMITED (9/23/76)
 * BAMBI MINES LIMITED (9/22/76)
 * BANCROFT MINES LIMITED, THE (12/23/74)
 RI BANDOLAC MINING COMPANY LIMITED (9/27/76)
 BANTAM MINING LTD (LES BANTAM MINING LTD.) (4/9/75)
 RI BARGNESI MINES LIMITED (1/27/75)
 * BARRINGTON EXPLORATION CORPORATION LIMITED (1/22/73)
 RI BARYMIN EXPLORATIONS LIMITED (6/13/85)
 * BASALT BAY MINES LIMITED (1/27/75)
 RI BASIN-JIB MINES LIMITED (12/23/74)
 RI BAYARD RESOURCES LIMITED (7/26/78)
 * BAYFOR CORPORATION INC. (4/9/75)
 * BEAVERBRIDGE MINES LIMITED (10/9/73)
 BELAIR MINES INC. (LES MINES BELAIR INC.) (4/9/75)
 * BELMINE EXPLORATION LIMITED (4/6/72)
 * BELRA EXPLORATION LIMITED (11/12/71)
 RI BELTECO KIRKLAND MINES LIMITED (8/16/79)
 * BIG HERB LAKE MINING AND EXPLORATION LIMITED (4/10/74)
 BIKO RESOURCES INC. (4/9/75)
 RI BILTMORE INDUSTRIES LIMITED (7/9/82)
 RI BINARY TECHNOLOGY FUNDING INC. (6/20/85)
 RI # BISON PETROLEUMS & MINERALS LIMITED (3/17/77)
 * BLACK CRICKET MINES LIMITED (9/15/72)
 RI BLAKE RESOURCES LTD. (6/24/85)
 RI BLUE BONNET OIL COMPANY LIMITED (3/1/74)
 * BLUE VISTA ENTERPRISES LIMITED (6/16/75)
 * BLUEGRASS URANIUM MINES LIMITED (2/10/75)
 * BOBBY BLOOM FURS LIMITED (4/2/74)
 * BOLIVIAN GOLD MINES LIMITED (4/30/75)

* BOMBAY EXPLORATIONS INC. (4/11/75)
 * BONNE BAY MINES LIMITED (2/10/75)
 RI BONAVENTURE TECHNOLOGIES INC. (1/20/84)
 * BORDUN MINING CORPORATION LTD. (8/20/71)
 * BRABAR METALS AND HOLDINGS LIMITED (4/9/75)
 * BRACEMAC MINES LIMITED (8/21/75)
 * BRADEX MINES LIMITED (1/24/75)
 * BRADY CROSS LAKE SILVER MINES LIMITED (3/11/75)
 RI BRENT GARDENS PARTNERSHIP (6/30/83)
 * BRETTON MINES LIMITED (4/16/73)
 * BRIARCOURT MINES LIMITED (3/29/72)
 RI BRICANA EXPLORATIONS LIMITED (1/12/73)
 * BRIDGE HILL MINES LIMITED (2/7/73)
 * BRIGHT RED LAKE MINES LIMITED (10/15/76)
 * BRITISH COLUMBIA LEAD AND ZINC MINES LIMITED (8/23/76)
 * BRITMONT MINES LIMITED (9/15/72)
 RI BRO RESOURCES LTD. (10/3/80)
 * BROKEN HILL EXPLORATION LIMITED (12/13/72)
 BROKER INVESTMENTS (2/22/82)
 BROKER RETIREMENT FUND (2/22/82)
 * BRUCE-PRESTO MINES LIMITED (7/17/72)
 * BUDBOIS GOLD MINES LIMITED (9/16/74)
 * BUFFONTA MINES LIMITED (1/15/75)
 * BULLDOG MINES LIMITED (8/11/72)
 RI BULORA CORPORATION LIMITED (11/18/77)
 RI BURLINGTON PACKAGING LIMITED (8/1/80)
 * BURRGOLD MINES LIMITED (10/27/75)
 RI BY DESIGN (B.D.F. PRODUCTIONS INC.) (6/13/83)
 C AND M FINANCIAL CONSULTANTS LTD. (11/22/78)
 * C.G.C. MINES LIMITED (2/4/76)
 RI CABLE COPPER MINES LIMITED (7/12/82)
 * CABOL ENTERPRISES LIMITED (1/24/75)
 CADILLAC EXPLORATIONS LIMITED (3/19/84)
 RI CADIEUX MINES LIMITED (9/8/76)
 * CAESAR MINERALS LIMITED (4/9/75)
 * CAIRNGLEN EXPLORATIONS LIMITED (8/21/73)
 RI CAIRNGORM MINES LIMITED (7/19/76)
 * CALABOGIE ASBESTOS MINING COMPANY LIMITED (3/1/74)
 CALIFORNIA BUSINESS COMMUNICATIONS INC. (2/19/73)
 * CALWAY BROOK MINES INC. (4/9/75)
 * CAMBERTON IRON EXPLORATIONS LTD. (4/9/75)
 * CAMBRIDGE MINING CORP. LIMITED (3/10/75)
 * CAMDECK MINES LIMITED (3/11/75)
 RI CAMINO GOLD MINES LIMITED (2/15/85)
 RI CAN-TROPIC EXPLORATIONS LIMITED (5/4/79)
 CANA MANAGEMENT CORPORATION LIMITED (4/24/80)
 * CANAAN EXPLORERS LIMITED (4/25/75)
 RI CANADA COSTA RICA MINES LIMITED (2/12/82)
 RI CANADA GEOTHERMAL OIL LTD. (12/4/75)
 * CANADIAN CONQUEST MINES LIMITED (12/13/72)
 RI CANADIAN DATA LIMITED PARTNERSHIP (7/4/83)
 RI CANADIAN FOOD PRODUCTS LIMITED (6/24/81)
 RI THE CANADIAN GAMES NETWORK INC. (3/13/85)
 * CANADIAN GEARY MINING CORP. LTD. (4/9/75)
 RI CANADIAN MAGNESITE MINES LIMITED (6/12/78)
 * CANADIAN MANGANESE MINING CORPORATION LIMITED (8/4/72)
 * CANADIAN NISTO MINES LIMITED (8/21/74)
 RI CANADIAN-ADDICKS MINING CORPORATION (10/9/73)
 RI CANADIAN-SIAM RESOURCES LIMITED (7/11/79)
 * CANAGAU MINES LIMITED (3/1/74)
 * CANALITE LIMITED (8/23/76)

* CANAMISKA COPPER MINES LIMITED (10/12/72)
 CANDY MOUNTAIN GOLD MINES LTD. (4/5/84)
 * CANEONTI MINES LIMITED (2/10/75)
 RI CANNON MINES LIMITED (7/25/83)
 * CANOL METAL MINES LIMITED (8/4/72)
 RI CANTECH RESOURCES LIMITED (7/22/75)
 CANTICA TRADING CO. (EASTERN) LTD. (23/9/81)
 CANUSA HOLDINGS LIMITED (CANADA) 10/14/71)
 RI CAPITAL DYNAMICS LIMITED (3/27/85)
 RI CAPITAL INCOME FUND (10/5/79)
 RI CAPTAIN CONSOLIDATED RESOURCES LTD. (6/20/85)
 RI CAPTAIN INTERNATIONAL INDUSTRIES LTD. (9/4/74)
 * CARAL MINING COMPANY LIMITED (2/13/75)
 CARAPACE INVESTMENTS (CAYMAN) INC. (4/8/71)
 * CARAVELLE MINES LIMITED (12/6/73)
 RI CARD LAKE COPPER MINES LIMITED (10/18/83)
 RI CARDAY URANIUM MINES INC. (7/26/84)
 CARLING ACCEPTANCE LIMITED (2/3/76)
 CARNDESSON MINES LIMITED (12/13/72)
 * CARROL AND REED LIMITED (8/27/71)
 RI CASCADE PACIFIC RESOURCES LTD. (6/22/84)
 * CASEY MINES INC. (4/9/75)
 CASSEX RESOURCES LTD. (7/20/84)
 * CATHROY LARDER MINES LIMITED (11/16/76)
 RI CENEX LIMITED (6/27/80)
 CEDAR SPRINGS FARMS LTD. (08/30/83)
 * CENTRAL GUIANA EXPLORATION CO. LIMITED (1/31/75)
 RI CHAMBERS ACCEPTANCE LIMITED (6/13/80)
 RI CHAMBERS FOODS LIMITED (8/12/76)
 * CHAMPLAIN FOREST PRODUCTS LIMITED (2/4/75)
 CHARLOTTE MINES LIMITED (10/12/72)
 RI CHARRIOT RESOURCES LTD. (2/18/85)
 * CHESTERVILLE MINES LIMITED (8/18/75)
 RI CHIBEX LIMITED (6/25/75)
 * CHICOBBI LAKE MINES LIMITED (8/18/78)
 * CHILLICOPPER CORPORATION LIMITED (3/1/74)
 RI CHOICELAND IRON MINES LIMITED (6/24/85)
 RI CHUKUNI GOLD MINES LIMITED (6/6/85)
 RI CINCINNATI ENERGY CORP. (12/14/84)
 RI CCINEQUITY CORPORATION (01/04/84)
 RI CIRCLE OF TWO (9/10/82)
 * CIRCLE YELLOWKNIFE MINES LIMITED (9/22/76)
 * CITADEL MINES LIMITED (7/17/72)
 * CLAIRTONE SOUND CORPORATION LIMITED (9/15/72)
 RI CLAREVIEW GARDENS APARTMENT PROJECT (6/28/85)
 * CLAW LAKE MOLYBDENUM MINES LIMITED (1/12/73)
 CLERO MINES LIMITED (4/12/73)
 * CLINGER GOLD MINES LIMITED (1/31/75)
 * CLUCAS BOOKER GOLD MINING COMPANY LIMITED (12/15/76)
 RI # COCKFIELD BROWN INC. (4/12/81)
 RI COCKFIELD BROWN INC. (6/28/83)
 RI COLDSTREAM MINES LTD. (12/1/76)
 * COLLEEN COPPER MINES LIMITED (1/18/74)
 * COLLEGE PLUMBING SUPPLIES LIMITED (7/27/76)
 * COLUMBIA METALS CORPORATION LIMITED (9/26/77)
 * COLUMBIERE MINES LIMITED (2/10/75)
 * COLVILLE LAKE EXPLORERS LIMITED (5/10/75)
 RI COMICS (6/25/84)
 * COMMERCE NICKEL MINES LIMITED (7/13/76)
 RI CONDOR CERAMIC MINERALS LIMITED (6/5/85)
 * CONDOC MINES LIMITED (3/20/75)

* CONISTON EXPLORATIONS AND HOLDINGS LIMITED (1/25/77)
 * CONMAR EXPLORATIONS LIMITED (5/29/74)
 RI CON QUEST EXPLORATION LTD. (11/28/79)
 * CONSOLIDATED BELLEKENO MINES LIMITED (9/28/72)
 * CONSOLIDATED BUFFALO RED LAKE MINES LTD. (8/17/76)
 RI CONSOLIDATED CANORAMA EXPLORATIONS LTD. (4/9/75)
 RI CONSOLIDATED COMPUTER INC. (6/27/84)
 RI CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED (6/2/83)
 * CONSOLIDATED HARPERS MALARTIC GOLD MINES LIMITED (10/12/72)
 CONSOLIDATED MANITOBA MINES LIMITED (8/20/71)
 RI CONSOLIDATED NATURAL GAS COMPANY (6/13/85)
 * CONSOLIDATED NOVELL MINES LIMITED (3/19/73)
 * CONSOLIDATED PROPRIETARY MINES HOLDINGS LIMITED (3/10/78)
 * CONSOLIDATED RAINDOR MINES LIMITED (4/10/75)
 * CONSOLIDATED RIBAGO MINES LIMITED (8/9/72)
 CONSOLIDATED VIGOR MINES LIMITED (7/24/72)
 * CONSUMERS EQUITY CORPORATION (3/2/78)
 * CONTINENTAL POTASH CORPORATION LIMITED (1/12/73)
 * COP-GOLD EXPLORERS LIMITED (11/12/71)
 * COPA PETROLEUM LIMITED (4/23/75)
 * COPPER JIM MINES LIMITED (4/14/75)
 RI COPPER PRINCE RESOURCES INC. (6/19/84)
 RI COPPERCORP LIMITED (10/4/74)
 * COPPERVILLE MINING CORPORATION LIMITED (9/18/74)
 RI CORDELL GOLD MINES LIMITED (4/23/75)
 RI CORONATION RESOURCES (CANADA) INC. (10/01/84)
 RI CORPORATE MASTER LIMITED (8/16/76)
 * COTLEY MINES LIMITED (3/11/75)
 * COVE URANIUM MINES LIMITED (4/1/82)
 RI COWL LIMITED (3/14/73)
 * CREATIVE PATENTS AND PRODUCTS LIMITED (6/20/77)
 CRIMCO MINING CORPORATION LIMITED (3/7/73)
 RI CROSSOVER (FORMERLY MR. PATMAN) (12/5/84)
 * CROWDUCK BAY MINES LIMITED (6/7/76)
 RI # CROWN TRUST COMPANY (12/6/83)
 CROYDON ROUYN MINES LIMITED (8/9/72)
 * CRUSADER MINES LIMITED (11/12/71)
 * CULVER GOLD MINES LIMITED (10/18/76)
 * CUMBERLAND MINING COMPANY LIMITED (3/10/75)
 * D'QUINCEY EXPLORERS INC. (4/25/75)
 RI DANVERS RESOURCE EXPLORATIONS LIMITED (7/7/82)
 RI DAVENPORT, THE (7/4/83)
 * DAYJON EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
 RI DEATH BITE (10/17/83)
 * DECADE EXPLORATIONS LIMITED (10/27/77)
 * DEER HORN MINES LIMITED (7/19/77)
 * DELMICO MINES LIMITED (9/8/76)
 RI DENGAS EXPLORATIONS & HOLDINGS LIMITED (5/22/84)
 RI DENORE MINES LIMITED (10/30/72)
 RI DEVON RESOURCES LIMITED (6/28/76)
 RI DIRTY TRICKS (6/27/84)
 RI DIVERSIFIED CREDIT CORPORATION LIMITED (08/17/83)
 * DIXIE-CAROLINA MINING CORPORATION LIMITED (4/23/75)
 * DOCANA OILS & MINES LIMITED (2/13/75)
 * DODGE COPPER MINES LIMITED (8/4/72)
 DOLPHIN-MILLER MINES LIMITED (7/13/78)
 # DOMINION JUBILEE CORPORATION LIMITED (3/17/77)
 RI DORSETT SQUARE, THE (7/24/84)
 RI DOUBLE NEGATIVE (9/10/82)
 * DOUGRON GOLD MINES LIMITED (2/27/74)
 RI DUOMETAL (1984) INC. (3/7/85)

* DRAKE YELLOWKNIFE GOLD MINES LIMITED (4/10/75)
DRATSCO INC. & ROCK & RULE (6/21/84)
RI DREADNOUGHT INVESTMENTS LIMITED (11/21/80)
* DROPE LAKE METALS AND HOLDINGS LTD. (4/9/75)
* DRUDE URANIUM MINES LIMITED (3/10/75)
RI DUBUISSON EXPLORATIONS LIMITED (09/23/83)
RI DFAULT CONTACT MINES LIMITED (9/15/78)
* DUMAUER MINES AND HOLDINGS LTD. (4/9/75)
* DUNVEGAN MINES LIMITED (10/12/72)
RI DUNHILL ESTATES (1/11/85)
* E.R.I. EXPLORATIONS INC. (12/12/72)
RI EAST COAST ENERGY LIMITED (6/14/85)
EAST-WEST INVESTORS LTD. (2/19/73)
RI EASTVIEW MINES LIMITED (4/9/75)
* EDEN INDUSTRIES INTERNATIONAL LTD. (9/19/74)
RI EL BONANZA MINING CORPORATION LIMITED (11/10/85)
RI EL BONANZA MINING CORP. LTD. (6/12/85)
RI ELECTRO-KNIT FABRICS (CANADA) LTD. (5/10/82)
* ELK LAKE METALS AND HOLDINGS LTD. (4/9/75)
* ELMAC MALARTIC MINES LIMITED (7/7/75)
RI ELORA GOLD MINES LIMITED (7/22/80)
RI EMPRESA FLUORSPAR MINES LIMITED (6/3/83)
RI ENERMET RESOURCES LIMITED (7/7/82)
* EROS RED LAKE MINES LIMITED (4/14/75)
* ESKIMO COPPER MINES LIMITED (2/14/73)
RI ESTEN EXPLORATIONS INC. (7/16/82)
RI ESTO MUTUAL FUND (11/20/78)
* ETHEL COPPER MINES LIMITED (3/1/73)
RI EXXETER INDUSTRIAL DEVELOPMENTS LIMITED (2/21/74)
RI EXXETER RESOURCES CORP. (6/4/85)
RI EXQUISITE FORM BRASSIERE (CANADA) LIMITED (6/3/83)
* FAB METAL MINES LIMITED (12/6/72)
RI FABIEN EXPLORATIONS CO. (6/29/84)
* FAIRCOFF ATHABASKA URANIUM MINES LIMITED (4/2/74)
* FAIRFAX MINES LIMITED (4/8/75)
* FALCON GOLD DEVELOPMENTS LIMITED (4/1/76)
* FALLMAC NICKEL MINES LIMITED (10/12/72)
FANEX RESOURCES LIMITED (4/9/75)
* FARMERS' GAS COMPANY LIMITED (6/28/73)
FARMEX ENTERPRISES INC. (1/9/74)
RI FELD TEMAGAMI MINES LIMITED (2/4/75)
* FERCO MINES LIMITED (4/14/75)
* FILE LAKE EXPLORATIONS LIMITED (10/12/72)
* FIN-LAN COPPER MINES LIMITED (8/20/71)
RI FINAL ASSIGNMENT (9/10/82)
RI FIRECO SALES LIMITED (5/25/81)
* FIREFLY MINING CORPORATION LIMITED (11/19/73)
FIRST C AND M REALTY CORPORATION LTD. (11/22/78)
* FIRST EASTERN GOLD DEVELOPMENT INC. (4/25/75)
RI FIRST UNITED CAPITAL INC. (2/25/85)
RI FISHER OIL & GAS CORPORATION (4/5/83)
* FISSION MINES LIMITED (4/10/74)
RI FLAGSTAFF RESOURCE EXPLORATIONS INC. (7/13/82)
RI FLEMDON LIMITED (4/9/75)
RI FOREFRONT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
* FORTUNE YELLOWKNIFE MINES LIMITED (9/27/76)
* FOSTER LAKE MINES LIMITED (4/8/75)
* FOX LAKE MINES LIMITED (10/12/72)
RI THE FRIGHT (6/25/84)
* FROBEX LIMITED (8/5/76)
RI FRODAC CONSOLIDATED ENERGY RESOURCES LTD. (6/24/85)

RI FRENCH ROAD EXPLORATIONS LIMITED (6/26/84)
 FRONTIER ACCEPTANCE CORPORATION LIMITED (10/7/80)
 * FUNDY EXPLORATION LIMITED (12/15/72)
 FUSION TECHNOLOGIES LIMITED (FORMERLY RED ROCK MINES LTD) (4/16/81)
 G.B. FONTAINE INTERNATIONAL MINES LIMITED (9/20/74)
 * G.S. & T. EXPLORATION CO. LIMITED (4/14/75)
 * GALEX MINES LIMITED (10/8/75)
 RI GALORE GOLD RESOURCES INC. (5/27/85)
 RI GALAXY MINERALS, INC. (7/10/84)
 RI GAMBIT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
 * GAN COPPER MINES LIMITED (5/8/75)
 * GANDA SILVER MINES LIMITED (4/18/73)
 * GARSKIE GOLD MINES LIMITED (4/10/74)
 RI GAS (6/25/84)
 RI GASLITE PETROLEUM LTD. (5/14/85)
 GASPE PARK MINES LIMITED (7/17/72)
 * GAVAN MINES LIMITED (4/14/75)
 RI GCL GRAPHIC COMMUNICATIONS LIMITED (8/4/77)
 RI GENERAL ALLIED OIL & GAS CO. (6/24/85)
 RI GENERAL GAS AND OIL COMPANY LIMITED (9/24/82)
 GENEVA CAPITAL VENTURES INC. (4/9/75) (FORMERLY STACKPOOL
 ENTERPRISES LTD.)
 RI GENEVA METALS INCORPORATED (4/25/77)
 * GEO-PAX MINES LIMITED (9/15/72)
 * GEO-SCIENTIFIC PROSPECTORS LIMITED (3/13/75)
 RI GEOLEX RESOURCES LTD. (1/10/82)
 * GEORGIA LAKE MINES LIMITED (2/28/73)
 * GEORGIAN PEAKS RESORTS LIMITED (3/9/76)
 RI GERIDO LAKE MINES LIMITED (2/13/75)
 RI GERRARD REALTY INCORPORATED (8/26/80)
 * GLADE EXPLORATIONS LIMITED (5/20/75)
 RI GLENARUM MINING EXPLORATIONS LIMITED (9/26/77)
 * GLOBE EXPLORATION AND MINING COMPANY LIMITED (5/4/72)
 * GODBEAU PORCUPINE MINES LIMITED (10/15/76)
 RI GOLD BELLE MINES LIMITED (12/06/84)
 * GOLD HAWK EXPLORATION LIMITED (10/12/72)
 GOLDALE ACCEPTANCE LIMITED (10/2/72)
 RI GOLDEIT EXPLORATIONS INC. (12/06/84)
 RI GOLDEN AGE MINES LIMITED (3/1/73)
 * GOLDEN ALGOMA METALS AND HOLDINGS LTD. (4/9/75)
 RI GOLDEN ARM MINES LIMITED (7/13/78)
 RI GOLDEN EARTH RESOURCES INC. (6/26/85)
 RI GOLDEN SATURN OIL AND GAS LIMITED (8/12/80)
 * GOLDEN SHORE MINES LIMITED (11/30/73)
 RI GOLDLUND MINES LIMITED (3/6/85)
 * GOLDMASTER MINES LIMITED (11/22/71)
 * GOLDRIM MINING COMPANY LIMITED (4/8/75)
 RI GOLDSTALKER RESOURCES LTD (1/25/84)
 * GOLDSTAR EXPLORATIONS AND INVESTMENTS LTD. (4/9/75)
 * GOLDYKE MINES LIMITED (10/15/74)
 RI GOVERNOR GOLD MINES LIMITED (4/9/75)
 RI GOZLAN BROTHERS LIMITED (5/19/76)
 RI GRADORE MINES LIMITED (2/13/73)
 * GRAND CANADIAN MINING CORPORATION LIMITED (10/10/72)
 RI GRANDAD RESOURCES LIMITED (6/24/85)
 * GRANDEX EXPLORATION & INVESTMENT COMPANY LIMITED (1/24/74)
 RI GRASSET LAKE MINES LIMITED (6/24/85)
 RI GRAY INDUSTRIES INC. (4/28/72)
 * GREAT BASIN METAL MINES LIMITED (1/28/72)
 * GREAT LAURIER URANIUM MINES LIMITED (1/12/72)
 * GREAT PINE MINES LIMITED (4/11/73)

RI GREAT WEST MINING AND SMELTING CORPORATION LIMITED (1/9/74)
 * GREATER THUNDER BAY GROWTH FUND LIMITED (9/17/74)
 * GREEN POINT MINES LIMITED (9/6/74)
 RI GREENSKEEPER INC., THE (3/6/78)
 RI GREY FOX, THE (9/10/82)
 # GREYMAC CREDIT CORPORATION (1/20/83)
 GREYMAC TRUST COMPANY (12/22/82)
 * GUI-POR URANIUM MINES AND METALS LIMITED (8/25/75)
 GUISTINI STEAK HOUSE LIMITED (5/17/78)
 * GULF LEAD MINES LIMITED (8/15/74)
 * H. G. YOUNG MINES INTERNATIONAL LIMITED (1/14/74)
 * H. K. EXPLORATIONS LIMITED (3/13/75)
 * HALLNOR MINES LIMITED (11/4/74)
 * HALPORT MINES LIMITED (10/10/72)
 * HALREEN MINES LIMITED (11/13/73)
 * HAMILTON HASTINGS LIMITED (2/7/73)
 * HARDIMAN BAY MINES LIMITED (10/13/72)
 * HATHAWAY METAL MINES LIMITED (4/9/73)
 RI HEAD ON (9/10/82)
 * HEADWATER MINES LIMITED (10/13/76)
 * HEATH GOLD MINES LIMITED (10/10/72)
 * HEATHRIDGE MINES LIMITED (1/12/72)
 * HERCULES URANIUM MINES LIMITED (9/28/72)
 * HI-LITE URANIUM EXPLORATIONS LIMITED (11/16/71)
 RI HIGH-COUNTRY ENGINEERING INC. (11/3/83)
 * HIGHBANK METALS AND HOLDINGS LTD. (4/9/75)
 RI HILLTOP MINERALS LIMITED (8/6/82)
 RI HISPYKE EXPLORATIONS INC. (5/31/85)
 RI HOG WILD (6/27/84)
 * HOLLINGSWORTH IRON MINES LIMITED (7/4/74)
 * HOMCO INDUSTRIES LIMITED (8/29/77)
 RI HOTSTONE MINERALS LIMITED (7/6/77)
 * HUCLIF PORCUPINE MINES LIMITED (9/17/73)
 RI HUDSON BAY MOUNTIAN SILVER MINES LTD. (4/9/75)
 HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, (CANADA) INC. (11/4/80)
 HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, INC. (11/4/80)
 HUMBLEFORD EXPLORATION AND INVESTMENTS LTD. (4/9/75)
 RI HUMBOLDT ENERGY CORPORATION (6/24/85)
 * HUNCH MINES LIMITED (8/22/75)
 RI HUSTON RED LAKE RESOURCES LIMITED (6/6/85)
 HY-TOWER MINES INC. (5/16/79)
 RI HYTEC ELECTRONICS LIMITED (12/6/71)
 RI IDA POINT MINERALS LIMITED (8/8/84)
 I.N.I. MINERAL RESOURCES LTD. (9/12/81)
 RI I.O.S. LTD. (7/2/71)
 * IDEAL BAY EXPLORATIONS LIMITED (5/8/75)
 IDEAL ENERGY COMPANY INC. (UTAH) (5/22/81)
 RI IMPERIAL GENERAL PROPERTIES LIMITED (6/27/79)
 IMPULSE MARKET FUTURES FUND (16/12/81)
 * IN-PLACE ELECTRONICS LIMITED (2/28/73)
 RI INCUBUS (9/10/82)
 RI INDIGO INTERNATIONAL AND ASSOCIATES (MAY 15/81)
 * INDUSTRIONICS (CANADA) LIMITED (2/14/80)
 RI INFINITUM GROWTH FUND INC. (3/15/85)
 INTERCONTINENTAL TECHNOLOGIES CORPORATION (4/8/83)
 RI INTER-TECH RESOURCES LTD. (8/21/75)
 * INTERNATIONAL CERAMIC MINING LIMITED (6/28/73)
 RI # INTERNATIONAL CHEMALLOY CORPORATION (1/18/82)
 RI INTERNATIONAL HALLIWELL MINES LIMITED (6/29/72)
 * INTERNATIONAL KENVILLE GOLD MINES LIMITED (5/9/74)
 RI INTERNATIONAL NORVALIE MINES LIMITED (12/7/77)

INTERNATIONAL OBASKA MINES LIMITED (12/19/80)
 INTERNATIONAL VIDEO CASSETTE SYSTEMS INC. (4/9/75)
 * INVICTA EXPLORATIONS LIMITED (10/2/75)
 RI IRONCO MINING AND SMELTING LIMITED (6/12/75)
 RI ISEC CANADA LTD. (6/29/77)
 RI IVEY MEDICAL SYSTEMS LIMITED (2/2/78)
 * IXPACO INDUSTRIES LIMITED (11/29/73)
 RI J.D. CARRIER SHOE COMPANY LIMITED (23/4/81)
 * JACMAR EXPLORATIONS LIMITED (6/9/75)
 * JACOBUS MINING CORPORATION LIMITED (9/28/72)
 * JACOLA MINES LIMITED (9/18/72)
 * JAHALA LAKE MINES LIMITED (6/26/75)
 * JAMAICAN MINING LIMITED (7/18/75)
 RI JAMESTOWN RESOURCES INC. (6/9/83)
 * JANDON MINES LIMITED (12/29/71)
 * JANUS EXPLORATIONS LIMITED (12/15/77)
 * JARIDGE EXPLORATIONS LIMITED (6/22/82)
 * JAYE EXPLORATIONS LIMITED (10/10/72)
 * JEAN LAKE LITHIUM MINES LIMITED (7/28/75)
 * JESPERSEN-KAY SYSTEMS LIMITED (11/13/72)
 * JILBIE MINING COMPANY LIMITED (6/6/72)
 RI JOFFRE RESOURCES LTD. (3/16/84)
 * JOGRAN MINES LIMITED (8/9/73)
 * JOLLOCO EXPLORATION LIMITED (1/21/72)
 * JOLLY JUMPER PRODUCTS OF AMERICA LIMITED (2/13/75)
 RI JOUBI MINING CORPORATION LIMITED (8/16/76)
 * JUBILANT EAGLE HOLDINGS AND EXPLORATIONS LTD. (4/9/75)
 * JUMA MINING AND EXPLORATION LIMITED (5/4/72)
 K.C.R. INVESTMENTS LTD. (5/29/81)
 RI K.T. RESOURCES (1981) LIMITED (7/26/84)
 RI KAPPA INVESTMENTS LIMITED (12/06/84)
 * KARDAR CANADIAN OILS LIMITED (11/20/73)
 RI KARLSONS BLUEBURNER SYSTEMS LTD. (1/26/82)
 * KAYMO MINERALS LIMITED (10/10/72)
 * KEITH-DAY LIMITED (7/4/74)
 * KEITHGOLD MINES LIMITED (9/23/76)
 * KELTSIC MINING CORPORATION LIMITED (3/8/76)
 * KENDON COPPER MINES LIMITED (9/28/72)
 RI KENILWORTH MINES LIMITED (11/22/74)
 * KENN HOLDINGS & MINING LIMITED (6/21/71)
 KENSINGTON CO-OPERATIVE APARTMENTS LIMITED (10/14/70)
 * KENTLAKE GOLD MINES LIMITED (7/4/74)
 RI KENTY RESOURCES LIMITED (5/27/85)
 * KIDD COPPER MINES LIMITED (10/19/71)
 RI KILLARNEY OIL AND GAS DEVELOPMENT COMPANY LIMITED (8/17/71)
 KILLARNEY OIL AND RESOURCES LTD. (2/21/80)
 * KIMBERLITE MINING CORPORATION LIMITED (10/2/72)
 * KING ISLAND MINES LIMITED (2/28/73)
 RI KING KIRKLAND GOLD MINES LIMITED (4/25/77)
 RI KINGBRIDGE MINES LIMITED (7/4/74)
 * KINGDOM MINERALS LIMITED (4/25/75)
 RI KLONDIKE FEVER (9/10/82)
 KLONDIKE YUKON MINING COMPANY (8/14/69)
 * KREFELD GRAPHITE FOLD MINES LIMITED (7/30/75)
 RI KRISTIANSSEN CYCLE ENGINES LTD. (2/20/83)
 KUKATUSH MINING CORPORATION (1960) LTD. (4/29/75)
 LA COMPAGNIE MINIERE DE L'UNGAVA LIMITEE (12/6/71)
 RI LA-CHIB MINES LIMITED (8/13/81)
 * LAKE BEAVERHOUSE MINES LIMITED (4/9/75)
 * LAKE GEORGE MINES LIMITED (8/29/73)
 * LAKE KOZAK MINES LIMITED (1/21/72)

* LAKE-OSU MINES LIMITED (8//16/76)
 RI LAKEX MINES LTD. (6/11/80)
 * LANGLEY'S LIMITED (10/18/73)
 * LANSOWNE EXPLORATIONS LIMITED (4/9/75)
 * LAROMA MIDLOTHIAN MINES LIMITED (9/3/76)
 RI LAWRENCE SQUARE LIMITED (9/27/82)
 * LEBON GOLD MINES LIMITED (8/3/73)
 * LECOPA MINES LIMITED (7/15/74)
 * LEESA METALS AND HOLDINGS LIMITED (4/9/75)
 * LENMAC MINES LIMITED (9/28/72)
 * LEVACK MINES LIMITED (7/12/77)
 * LIDO METALS AND HOLDINGS LIMITED (4/9/75)
 * LIFE INVESTORS INTERNATIONAL LIMITED (3/1/74)
 RI LINGSIDE COPPER MINING COMPANY LIMITED (3/25/81)
 * LINLAND EQUIPMENT SALES LIMITED (8/19/75)
 * LITTLE HATCHET MINERALS LIMITED (9/28/72)
 * LODER METALS AND HOLDINGS LIMITED (4/9/75)
 LONDEX INC. (12/12/84)
 LONDEX METALS INC. (12/12/84)
 LONDON COMMODITY OPTIONS (3/22/77)
 RI LONMED HOLDINGS LTD (5/6/81)
 RI LORD'S CHEMISTS LIMITED (4/11/74)
 RI LORNCO EXPLORATIONS LIMITED (8/18/78)
 RI LOST RIVER MINING CORPORATION (6/17/80)
 RI LOUISBURG PROPERTY HOLDINGS LIMITED (6/6/85)
 LOVE (6/29/84)
 RI LUMAX OIL & GAS INC. (6/26/85)
 RI LUMSDEN BUILDING CORPORATION INC., THE (7/22/80)
 * LYNBAR MINING CORPORATION LIMITED (3/1/74)
 * LYNX YELLOWKNIFE GOLD MINES LIMITED (11/21/72)
 * MACKBUCK RED LAKE GOLD MINES LIMITED (2/11/74)
 RI MACQUEST RESOURCES LTD. (5/14/85)
 RI MAGIC SHOW, THE (10/17/83)
 RI MAGISTER MINING CORPORATION LIMITED (3/1/74)
 * MAGNA CARTA FUND LIMITED (9/18/72)
 * MAGOMA MINES LIMITED (10/10/72)
 RI MAISLIN INDUSTRIES LTD. (10/17/83)
 # MALARTIC HYGRADE GOLD MINES (CANADA) LIMITED (1/6/77)
 * MANATAW GOLD MINES LIMITED (7/11/73)
 RI MANDARIN MINES LIMITED (7/14/82)
 * MAPLE FILM CORPORATION LIMITED (8/8/74)
 RI MARACAMBEAU MINES LIMITED (9/2/77)
 RI MARALGO MINES LIMITED (11/16/76)
 RI MARCHE UNION INC. (2/13/75)
 * MARIA MINING CORPORATION LIMITED (11/21/73)
 RI MARICANA ENTERPRISES LIMITED (12/6/71)
 * MARTIN-BIRD GOLD MINES LIMITED (3/22/73)
 * MARVEL MINERALS LIMITED (10/10/72)
 * MASTER METALS CORPORATION (MINING) LIMITED (8/29/75)
 * MATADOR MINES LIMITED (4/9/75)
 * MAXIMUM ACCEPTANCE CORPORATION LIMITED (5/29/74)
 * MAYCOR MINES LIMITED (1/9/74)
 RI MAYDAY MINES LIMITED (10/5/79)
 RI MAYFAIR RESOURCES AND DEVELOPMENTS LIMITED (1/28/82)
 RI MAYLAC GOLD MINES LIMITED (4/17/84)
 * MCCAFFERTY LAKE EXPLORATIONS INC. (8/25/81)
 * MCLEAN FUTURES FUND II (11/25/80)
 * MCMARMAC RED LAKE GOLD MINES LIMITED (4/15/77)
 RI MEDLON SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
 RI MEDOKRISP FOOD SYSTEMS LIMITED (09/26/84)
 RI MEDOKRISP FOOD SYSTEMS LIMITED (8/26/84)

RI MEGACARD TECHNOLOGIES INC. (11/17/83)
 RI MELCHERS DISTILLERIES LTD. (3/14/77)
 * MELVILLE INDUSTRIES AND HOLDINGS LIMITED (7/29/77)
 RI MERCANTILE GUARDIAN GROUP LTD. (4/9/75)
 METAFUSE LIMITED # (1/7/82)
 * METALHAWK MINING LIMITED (4/9/75)
 RI MID-NORTH ACCEPTANCE LIMITED (7/13/76)
 * MID-NORTHERN EXPLORATION LIMITED (11/3/72)
 * MID-PATAPEDIA MINES LIMITED (3/6/78)
 RI MIDPINES EXPLORATION INC. (9/27/82)
 * MIJA MINES LIMITED (6/27/77)
 RI MILGER INVESTMENT & DEVELOPMENT CORPORATION LIMITED (4/18/80)
 RI MILL CREEK EXPLORATION LIMITED (5/5/80)
 * MILL HILL LIMITED (7/22/75)
 * MILL ROCK MINES LIMITED (1/14/74)
 * MILLBANK MINERALS LIMITED (12/6/71)
 * MILLERFIELDS SILVER CORPORATION LIMITED (10/10/72)
 * MILLMORE PRODUCTS LIMITED (2/4/72)
 * MILMAR-ISLAND METALS AND HOLDINGS LTD. (4/9/75)
 MILTON GROUP LTD. (4/9/75)
 RI MINDAMAR ENERGY RESOURCES LIMITED (7/9/82)
 RI MINDEEN MINERALS LIMITED (6/27/85)
 # MINEFINDERS CORPORATION LIMITED (7/14/77) FORMERLY TWENTIETH
 RI MINING GEOPHYSICS COMPANY LIMITED (09/27/84)
 CENTURY EXPLORATIONS INC.)
 RI MINING GEOPHYSICS COMPANY LIMITED (9/27/84)
 * MINNITAKI IRON RANGE LIMITED (11/6/74)
 * MINTO HILL MINES LIMITED (4/9/75)
 * MIRO MINES LIMITED (10/22/73)
 RI MISDEAL (9/10/82)
 * MOBIKO MINES LIMITED (10/17/74)
 * MOBILEX DEVELOPMENT CORPORATION LIMITED (11/16/76)
 MOCCO INDUSTRIES LIMITED (1/14/82)
 RI MODERN OVA TRENDS LIMITED (6/3/80)
 * MOGAR MINES LIMITED (12/6/71)
 RI MOHAWK INDUSTRIES LIMITED (1/11/78)
 RI MOLCO INDUSTRIES LIMITED (7/10/84)
 * MONARCH GOLD MINES LIMITED (9/28/72)
 RI MONARCH WEAR LTD. (24/8/81)
 MONEX INTERNATIONAL, LTD. (10/11/74)
 RI MONPRE IRON MINES LIMITED (9/30/77)
 * MONTEGO MINES LIMITED (2/4/72)
 RI MONTEREY PETROLEUM CORPORATION (1971) LTD. (6/19/78)
 RI MORELAND-LATCHFORD PRODUCTIONS LIMITED (2/15/78)
 RI MOSPORT FILMS PRODUCTIONS (1978) (7/14/82)
 RI MOTHER LODE (10/6/82)
 RI MOUNTAINVIEW EXPLORATION INC. (6/24/81)
 (FORMERLY SUPERIOR COPPER MINES LIMITED)
 M. S. M. MARKETING LTD. (11/4/83)
 RI MR. PATMAN (9/10/82)
 RI MULTI-MINERALS LIMITED (10/3/80)
 RI MUNTZ CANADA LIMITED (8/4/77)
 * MURMAC LAKE ATHABASKA MINES LIMITED (8/21/74)
 RI MW RESOURCES LIMITED (6/27/85)
 RI NABU NETWORK CORPORATION (6/6/85)
 RI NANECO RESOURCES LTD. (5/27/85)
 RI NATIONAL IRON RESOURCES LIMITED (3/18/85)
 * NEALON MINES LIMITED (3/1/74)
 RI NEVER TRUST AN HONEST THIEF (10/17/83)
 * NEW AMBASSADOR DEVELOPMENTS LTD. (4/9/75)
 * NEW CAYZOR ATHABASCA MINES LIMITED (1/10/82)

NEW CREST DEVELOPMENTS LIMITED (7/22/82)
 RI NEW FAR NORTH EXPLORATION LIMITED (8/1/72)
 * NEW FEDERAL CHIBOUGAMAU MINES LIMITED (5/20/75)
 RI NEW FORCE CRAG MINES LIMITED (1/16/80)
 * NEW HOPE PORCUPINE GOLD MINES LIMITED (5/2/75)
 * NEW HOSCO MINES LIMITED (3/1/77)
 * NEW JASON MINES LIMITED (8/4/72)
 * NEW NORQUE MINES LIMITED (10/30/72)
 * NEW PICTON URANIUM MINES LIMITED (5/17/73)
 * NEW POTTERDOAL MINES LIMITED (5/25/73)
 RI NEW REALM RESOURCES INC. (3/20/84)
 RI NEW REDWOOD GOLD MINES LIMITED (8/10/82)
 RI NEW ROUYN EXPLORATION COMPANY LIMITED (7/15/74)
 RI NEW UNISPHERE RESOURCES LTD. (11/8/77)
 * NEW UNITED SALT MINES LIMITED (1/22/73)
 RI NEW YARANDRY LIMITED (6/6/79)
 RI NEWCREST DEVELOPMENTS LIMITED (7/22/82)
 * NEWORE DEVELOPMENTS LIMITED (11/9/76)
 * NICOHAL MINES LIMITED (4/30/73)
 * NIGHTLEN MINES LIMITED (8/1/72)
 RI NOR-WEST KIM RESOURCES LTD. (12/14/71)
 * NORDIC INDUSTRIES LIMITED (9/6/74)
 RI NORDORE MINING CO. LTD. (10/21/77)
 * NORMALLOY EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
 RI NORMAN MINES LTD. (12/3/82)
 * NORPAX NICKEL MINES LIMITED (10/29/73)
 * NORTH AMERICAN COMBUSTION TECHNOLOGY CORPORATION (5/19/83)
 * NORTH BRIAR MINES LIMITED (1/28/72)
 RI NORTH POINT EXPLORATIONS LIMITED (4/9/75)
 * NORTH ROCK EXPLORATIONS LIMITED (6/16/77)
 RI NORTHERN ATLAS EXPLORERS LIMITED (9/17/74)
 * NORTHGLEN PETROLEUMS LIMITED (5/18/76)
 RI NORTHIM MINES INC. (7/17/79)
 * NORTHMOUNT MINING CORPORATION LIMITED (9/18/72)
 * NORTHOLT MINING CORPORATION LIMITED (12/6/71)
 * NRG RESOURCES INC. (12/1/76)
 RI NUTAAQ R & D INVESTMENTS LIMITED PARTNERSHIP (12/6/83)
 RI NUTAAQ SOFTWARE INC. (12/6/83)
 RI ODYSSEY INDUSTRIES INCORPORATED (7/27/83)
 RI ONTARIO TEACHERS MORTGAGE FUND (12/5/79)
 * ORVALLEY GOLD MINES LIMITED (11/22/74)
 RI OSF INDUSTRIES LIMITED (5/19/77)
 * OSSINGTON METALS AND HOLDINGS LTD. (4/9/75)
 RI P.E.P. PROFESSIONAL AND ENGINEERED PATENTS LTD. (3/2/73)
 RI PALM SPRINGS SQUARE LIMITED PARTNERSHIP (10/17/84)
 * PANACEA MINING & EXPLORATION LIMITED (8/12/71)
 RI PAN CENTRAL EXPLORATIONS LIMITED (08/30/83)
 * PARAMAQUE MINES LIMITED (1/6/72)
 * PARK PRECIOUS METALS INCORPORATED (10/22/75)
 * PARKDALE METALS AND HOLDINGS LTD. (4/9/75)
 RI PARKVIEW LODGE APARTMENTS LIMITED (3/13/79)
 RI PARKVIEW VILLAGE I LIMITED PARTNERSHIP (4/3/85)
 RI PARKVIEW VILLAGE II LIMITED PARTNERSHIP (6/28/85)
 * PARLIAMENT MINES LIMITED (2/28/73)
 * PARR MINES LIMITED (7/23/76)
 * PARTRIDGE RIVER MINES LIMITED (1/6/72)
 * PASCAR DEVELOPMENT CORPORATION LIMITED (6/10/71)
 RI PASSPORT AIRWAYS INC. (11/17/83)
 RI PATRICIA SILVER MINES LIMITED (9/8/77)
 * PAUDASH MINES LIMITED (10/3/72)
 * PAULPIC GOLD MINES LIMITED (7/26/74)

RI PEDLAR INDUSTRIAL INC. (1/8/82)
RI PELHAM GOLD MINES LIMITED (6/19/85)
RI PENROSE GOLD MINES LIMITED (11/26/75)
RI PENYORK ENERGY RESOURCE INC. (8/4/83)
RI PERE MARQUETTE PETROLEUMS LIMITED (1/24/74)
RI PERMANENT ACCEPTANCE CORPORATION LIMITED (6/19/75)
PETROCO OF TEXAS INC. (6/25/84)
RI # PETROL OIL AND GAS LIMITED, THE (11/2/81)
RI PEYTO OILS LTD. (6/15/81)
RI PHOBIA (10/17/83)
* PICKERING METALS MINES LIMITED (8/1/72)
RI PICKTEX MINING AND INVESTMENTS LIMITED (5/25/73)
RI PIRANA CORPORATION (5/22/85)
PIZZA HOTLINE OF TORONTO INC., THE (2/11/85)
PIZZA HOTLINE OF TORONTO INC. (2/11/85)
RI PLENO MINES LIMITED (6/7/85)
RI PLUMBING MARTS OF AMERICA, INC. (6/28/82)
* PLYDOM CORPORATION LIMITED (3/5/74)
RI POLCON CORPORATION (4/19/83)
* POLYPUMP LIMITED (10/30/78)
* PONTIFF MINING LIMITED (8/21/74)
RI POP SHOPPES INTERNATIONAL INC. (6/21/83)
* PORCUPINE GOLDTOP MINES LIMITED (1/10/77)
* PRIMROCK MINING AND EXPLORATION LIMITED (2/11/72)
RI PRIZE PUZZLE INC. (4/11/84)
* PRO AIR SYSTEMS (1972) INC. (2/22/78)
* PROCESS MINERALS LIMITED (10/29/76)
RI PRONTO EXPLORATION LIMITED (6/24/85)
RI PROPER CHANNELS (9/10/82)
RI PROTEA DEVELOPMENTS LIMITED (4/9/75)
* PROUDEARTH EXPLORATIONS INC. (4/25/75)
RI PYTHON RESOURCES AND INVESTMENT CORPORATION (6/25/84)
RI Q.M.G. HOLDINGS INC. (8/3/83)
RI QUADRANT FILM INVESTORS 1978 A (9/30/82)
* QUADRATE EXPLORATIONS LIMITED (10/17/74)
* QUINCY CREEK MINES LIMITED (9/27/74)
* RADEX MINERALS LIMITED (9/4/74)
RI RADIO ENGINEERING PRODUCTS LIMITED (3/9/76)
* RADIO HILL MINES COMPANY LIMITED (9/18/72)
* RAGGED CHUTE SILVER MINES LIMITED (8/20/71)
* RAINY LAKE MINING, LIMITED (6/12/75)
RI RAMARDO MINES LIMITED (7/29/77)
* RAMBLER EXPLORATION COMPANY LIMITED (5/28/74)
RI RAMBLER OIL COMPANY (6/19/85)
* RANCHERIA MINING COMPANY LIMITED (6/27/72)
RI RAND REEF MINES LIMITED (11/14/78)
* RAYVILLE MATHESON ASBESTOS LIMITED (6/4/75)
REAL ESTATE OFFICE C.I.O.P LTD. (09/06/83)
RE-MOR INVESTMENT MANAGEMENT LIMITED (4/24/80)
REDCOAT MINES LIMITED (4/9/75)
* REDWOLF GOLD MINES LIMITED (9/23/76)
* REETA EXPLORATIONS LIMITED (1/30/74)
* REFORD MINES LIMITED (5/26/75)
RI REGAL GOLDFIELDS LIMITED (6/27/85)
RI REMBRANDT GOLD MINES LIMITED (6/25/84)
RI RENGOLD MINES LIMITED (2/18/76)
* REVERE MINING CORPORATION LIMITED (1/24/73)
* REXDALE MINES LIMITED (9/18/72)
R. F. OIL INDUSTRIES LTD. (11/21/83)
* RHYOLITE ROUYN MINES LIMITED (10/26/76)
RIAL FINANCIAL CORPORATION (4/9/75)

	*	RICBAN MINES LIMITED (3/9/76)
		RICH-TOP MILLING INC. (5/16/79)
	*	RICHGLEN MINES LIMITED (4/30/74)
RI		RICKABY MINES LIMITED (6/9/82)
RI		RIDEAU HEIGHTS APARTMENT TRUST (6/30/83)
RI		RIDLEY URANIUM MINES (CANADA) LIMITED (5/18/76)
RI		ROBINSON, LITTLE & CO. (6/4/85)
	*	ROCKY PETROLEUMS LIMITED (8/13/73)
	*	ROCKZONE MINES LIMITED (10/18/76)
	*	RODNEY GOLD MINES LIMITED (8/8/75)
		ROLARTIC MINES LIMITED (4/9/75)
	*	ROLLEX MINES LIMITED (6/4/75)
RI		ROMA LAKE GOLD MINES LIMITED (9/23/76)
	*	ROMANET LAKE MINES LIMITED (5/26/75)
	*	ROMEX MINES AND EXPLORATIONS LIMITED (1/5/76)
RI		ROMFIELD BUILDING CORPORATION LIMITED (6/24/83)
	*	RONDA COPPER MINES LIMITED (9/1/77)
RI		ROYAL MINING CORPORATION (12/23/74)
RI		RUPERTSLAND RESOURCES CO. LTD. (6/6/85)
	*	RUTTAN LAKE EXPLORATIONS LTD. (4/9/75)
	*	RYANOR MINING COMPANY LIMITED (8/16/79)
RI		S.M.A. (SOCIETE DE MATHEMATIQUES APPLIQUEES) INC. (10/27/80)
	*	SAKFIELD MINES AND INVESTMENTS LIMITED (5/26/75)
		SAMBOF INVESTMENTS LIMITED (12/23/81)
		SANDY'S (7/15/74)
		SANDY'S BREEDERS LTD. (7/15/74)
		SANDY'S COOPERATIVE ASSOCIATION (7/15/74)
RI		SANTACK MINES LIMITED (6/3/71)
RI		SAPAWA GOLD MINES LIMITED (8/11/72)
	*	SARIMCO MINES LIMITED (8/11/72)
	*	SASKOBA MINES INC. (5/27/74)
	*	SATINCO MINING CORPORATION (1/24/75)
RI		SCANNERS (6/27/84)
RI		SCARBORO ARENA GARDENS LIMITED (10/13/83)
RI		SCARBORO PRODUCERS MARKET LIMITED (6/23/72)
	*	SCIMINEX LIMITED (8/15/74)
	*	SCOTIA MINES LIMITED (12/15/72)
RI		SCOTT-LASALLE LTEE (8/14/80)
	*	SCU INDUSTRIES LIMITED (1/10/77)
	*	SEAWAY BASE METALS LIMITED (5/25/84)
	*	SENTRY PETROLEUMS LIMITED (4/10/74)
	*	SEPTEMBER MT. COPPER MINES LIMITED (12/15/71)
RI		SEVEN ARTS FUND 1980 (9/10/82)
	*	SHADRACK MINING LIMITED (4/25/75)
RI		SHAPE OF THINGS TO COME", "THE (2/12/82)
	*	SHAWMIN CONSOLIDATED LTD. (9/23/77)
RI		SHAWNESSY, THE (6/6/85)
	*	SHAYNEE CONSOLIDATED METALS AND HOLDINGS LIMITED (4/9/75)
	*	SHEBA MINES LIMITED (9/4/74)
	*	SHEFFIELD IRON MINES LIMITED (6/25/75)
	*	SHEROMAC MINING CORPORATION LIMITED (2/19/76)
	*	SHEWAN COPPER MINING CORPORATION LIMITED (8/11/72)
	#	SIGNUM COMMUNICATIONS INC. (4/12/81)
RI		SILVER BAR MINES LIMITED (12/13/76)
	*	SILVER HOARD MINES LIMITED (4/30/74)
	*	SILVER LAKE MINES LIMITED (4/10/74)
	*	SILVER ORE ZONE MINES LIMITED (5/26/75)
RI		SILVER PACK RESOURCES LIMITED (6/24/83)
	*	SILVER SHIELD MINES INC. (11/6/72)
	*	SILVER TOWER MINES LIMITED (3/13/73)
	*	SILVER-MEN MINES LIMITED (2/22/74)

* SIRMAC MINES LIMITED (10/30/72)
 RI # SKLAR MANUFACTURING LIMITED (6/29/82)
 * SMITH COBALT MINES LIMITED (7/24/73)
 SOGEVEX INC. (2/20/81)
 * SOLAR EXPLORATION LIMITED (2/13/73)
 * SOLID SILVER METALS AND HOLDINGS LIMITED (4/9/75)
 * SOLOMON'S PILLARS MINES LIMITED (12/15/71)
 * SOUTH EASTERN GAS AND OIL COMPANY LIMITED (1/25/77)
 * SOUTH SEAS MINING LIMITED (10/29/73)
 RI SOUTH SHORE GOLD MINES LIMITED (7/11/78)
 * SOUTHMARK PETROLEUMS LIMITED (5/27/74)
 * SPACE-PAK INTERNATIONAL LIMITED (12/6/71)
 RI SPANEX RESOURCES LIMITED (4/6/81)
 * SPANISH RIVER MINES LIMITED (12/15/71)
 * SPORRAN MINES LIMITED (10/3/72)
 RI SPRING CHEMICALS LIMITED (6/11/79)
 RI SPRING FEVER (6/12/85)
 * SQUALL LAKE GOLD MINES LTD. (8/25/81)
 ST. ANTHONY REALTY COMPANY LIMITED (10/25/74)
 ST. MARY'S EXPLORATIONS LIMITED (6/11/80)
 * STACKPOOL MINING AND HOLDING CORPORATION LIMITED (1/24/73)
 STANLEY CASSIUS SANDERSON (7/15/74)
 RI STEADMAN OCEANOGRAPHIC TECHNOLOGY&GROWTH FUND(10/12/83)
 RI * STEREOSCOPICS INC. (5/13/81)
 * STORMY MINES LIMITED (9/18/72)
 RI STUMP MINES LIMITED (11/8/77)
 * STURDY MINES LIMITED (6/16/77)
 * SUBEO LIMITED (9/4/74)
 SUDBURY ANGORA CO-OPERATIVE INC. (12/6/79)
 * SUDNOR MINING COMPANY LIMITED (8/8/75)
 RI SUMMIT GOLD MINES INC. (11/29/84)
 * SUN BEAR MINES LIMITED (9/19/74)
 * SUPERIOR ACID AND CHEMICAL LIMITED (9/6/74)
 RI SUPERIOR ELECTRONICS INDUSTRIES LTD. (10/5/79)
 * SUPERSTAR PETROLEUMS LTD. (10/15/74)
 * SURGE MINES LIMITED (4/25/75)
 * SWEEPCO INDUSTRIES INC. (11/30/77)
 RI SYCON ENERGY CORPORATION (1/28/82)
 RI SYMBIONICS SYSTEMS LIMITED (12/6/71)
 * SYSTEMS AIR CORPORATION LIMITED (8/29/73)
 * TABOR LAKE GOLD MINES LIMITED (6/12/75)
 * TARTAN LAKE GOLD MINES LIMITED (8/30/76)
 RI TEAM ENERGY AND MINERALS INC. (6/24/83)
 TECHNICAL RESOURCES INC. (6/7/74)
 RI TECHNISCAN SYSTEMS LIMITED (1/10/77)
 RI TELESKAN TECHNOLOGIES INC. (10/26/84)
 RI TEDDY BEAR VALLEY MINES LIMITED (12/15/76)
 * TERN LAKE MINES LIMITED (8/9/72)
 * TERRA RICHE MINES LIMITED (11/22/71)
 * TERREX MINING COMPANY LIMITED (2/11/74)
 RI TEXORE MINES LIMITED (6/2/77)
 RI THRESHOLD (PASSAGE FILMS INC., PARAGON MOTION
 PICTURES INC.) (6/13/83)
 * TIPUANI GOLD MINES LIMITED (1/27/75)
 RI TITAN IRON MINES LIMITED (12/13/76)
 * TITUS MINING AND EXPLORATIONS LIMITED (8/15/74)
 RI TOMROSE MINES LIMITED (7/6/77)
 TONKA RESOURCES INC. (6/25/84)
 * TORMONT MINES LIMITED (8/9/72)
 TORRINGTON DISTRIBUTORS INC. (2/12/82)
 RI TOURNAMENT PRODUCTIONS LTD. (6/12/85)

* TRANS-AMERICAN MINING CORPORATION LIMITED (10/26/76)
 RI TRANS-WESTERN EXPLORATIONS, INC. (6/4/85)
 TRANSACTOR CORPORATION (16/12/81)
 * TRANSCONA EXPLORATIONS LIMITED (8/1/72)
 * TRANSGLOBAL FINANCIAL SERVICES LIMITED (7/12/73)
 RI * TRAVCOM INC. (5/8/78)
 * TRENTON GAS AND OIL LIMITED (1/5/76)
 * TRESOR LARDE MINES LIMITED (12/17/74)
 RI TRIHOPE RESOURCES LIMITED (6/5/72)
 * TRILLER METALS AND HOLDINGS LIMITED (4/9/75)
 * TRIMAR HOLDINGS AND EXPLORATIONS LTD., THE (4/9/75)
 RI TRINITY MINES (11/18/83)
 # TWENTIETH CENTURY EXPLORATIONS INC. (7/14/77) (NOW MINEFINDERS CORPORATION LIMITED)
 RI UNICOL COLLECTION AGENCIES LIMITED (7/21/83)
 UNI-QUATRO TECHNOLOGIES LTD. (11/9/82)
 * UNITED AUTOMATIC VENDING LIMITED (3/1/74)
 RI UNITED COBALT MINES LIMITED (10/19/83)
 RI UNITED DUVEX OILS AND MINES LIMITED (7/12/78)
 RI UNITED REDFORD RESOURCES, INC. (3/28/85)
 RI # UNIVERSAL EXPLORATIONS (81) LIMITED (11/2/81)
 RI UNIVERSAL FUELS COMPANY (11/9/83)
 * UNIVERSAL SECTIONS LIMITED (9/1/81)
 UPPER CANADA INVESTMENTS LIMITED (10/30/75)
 * URANIUM RIDGE MINES LIMITED (7/23/76)
 RI UTAH LARDE GOLD MINES LIMITED (7/16/74)
 * UTOPIA MINING AND HOLDING CORPORATION LTD. (4/9/75)
 RI VAL NOR EXPLORATION LIMITED (11/14/78)
 RI VALLEE LITHIUM MINING CORPORATION LIMITED (1/5/76)
 * VALRAY EXPLORATIONS LIMITED (4/10/75)
 * VANDOO CONSOLIDATED EXPLORATIONS LIMITED (8/29/75)
 * VANESSA URANIUM MINES LIMITED (4/9/75)
 RI VANGUARD FUND (10/4/79)
 * VENCAP INVESTMENTS LIMITED (11/6/75)
 RI VENUS MINES LTD. (5/26/72)
 * VERMONT MINES LIMITED (1/15/76)
 * VIANOR MALARTIC MINES LIMITED (8/23/76)
 * VICTORIA ALGOMA MINERALS COMPANY LIMITED (3/29/72)
 RI VICTORIA MANOR LIMITED (2/19/76)
 RI VID-TEL MEDIA CORPORATION (5/27/85)
 RI VIDEO INDUSTRIES INC. (1/14/83)
 RI VIDEO SCIENCE TECHNOLOGY LTD. (10/26/83)
 * VILLAGER SHOE SHOPPES (CANADA) LTD., THE (7/27/77)
 (PRESENTLY - 113639 CANADA INC.)
 RI VILLE MARIE EXPLORATION LIMITED (10/27/80)
 * VILLEMAQUE GOLD MINES LIMITED (12/9/75)
 * VIMY GOLD MINES LIMITED (9/23/74)
 * VISCOUNT PETROLEUMS LIMITED (5/27/74)
 * VOLCANIC MINES LIMITED (2/13/73)
 W. J. BUTTERMAN AND ASSOCIATES; W. J. BUTTERMAN (3/24/82)
 W. J. PELLIZZON INVESTMENTS INC. (5/12/81)
 * WAKEHAM BAY MINES LIMITED (9/20/76)
 RI WARDEAN DRILLING CO. LIMITED (8/26/80)
 RI WARWICK UNIVERSAL LIMITED (6/12/78)
 RI WAYFAIR EXPLORATIONS LIMITED (10/16/84)
 * WEE-GEE URANIUM MINES LTD. (12/6/71)
 * WERNER LAKE NICKEL MINES LIMITED (10/3/72)
 * WESLEY MINES LIMITED (10/10/72)
 WESTERN ALLENBEE OIL & GAS COMPANY LIMITED (6/29/78)
 WESTERN ONTARIO CREDIT CORPORATION LIMITED (5/14/74)
 WESTERN PACIFIC GOLD AND SILVER EXCHANGE (12/17/74)

	*	WESTERN TIN MINES LIMITED (10/3/72)
RI		WEST HILL ENERGY INC. (6/27/85)
RI		WESTMILLS CANADA INC. (6/19/85)
	*	WESTWIND EXPLORATIONS LIMITED (3/8/76)
RI		WHITEBURN PRECIOUS METALS LIMITED (7/17/84)
	*	WHITE BRIDGE MINES LIMITED (2/11/72)
RI		WHITE-GUAYATT MINING COMPANY LTD. (2/19/76)
		WHITEROCK INDUSTRIES LIMITED (4/12/78)
RI		WHISHIRE OIL COMPANY OF TEXAS (10/20/77)
	*	WILSON RED LAKE GOLD MINES LIMITED (8/4/72)
RI		WIMBERLY RESOURCES LTD. (6/18/85)
	*	WINCHESTER EXPLORATION LIMITED (1/27/76)
RI		WINDSOR COURT INVESTMENTS (6/27/80)
RI		WINWEST OIL & MINING LIMITED (1/9/83)
RI		WOODVILLE MINES LIMITED (1/18/79)
		XANTREX MANAGEMENT CORPORATION (12/24/74)
	*	YELLOWKNIFE BASE METALS LIMITED (8/1/72)
RI		YORK LAMBTON INC. (1/2/82)
RI		YORK MASONIC TEMPLE LIMITED (6/28/82)
RI		YOUNG-SHANNON GOLD MINES LIMITED (7/18/77)
		YUKON WOLVERINE MINING COMPANY (8/14/69)
RI	*	ZULAPA MINING CORPORATION LIMITED (3/9/76)
	*	ZURICH EXPLORATIONS LIMITED (4/9/75)

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AGASSIZ RESOURCES LTD.	Cameron, Hugh Thomas	AGASSIZ RES LTD	D	Apr/85		40000		1279399
	Cameron Containers Limited			May/85		10000		
AGRA INDUSTRIES LIMITED	Profit Sharing Plan	AGRA INDS LTD CLASS A	DS	May/85	1			506100
	Torchinsky, Benjamin B. Family Trust			May/85				
ALCAN ALUMINUM LIMITED	Torchinsky, Benjamin B. Family Trust	AGRA INDS LTD. CLASS B	DS	Jun/85	1	54530		188060
	Bales, Ronald Christie			Jun/85		10138		
ALTEX RESOURCES LTD	Bruneau, Arthur Andrew	ALCAN ALUM LTD	S	Jun/85	T	8		672
	Hurlock, James B.			Jun/85		10		
AMERADA HESS CORPORATION	Duva, Philip	ALTEX RES LTD	D	May/85	T	2000		19764
	Stock Ownership Plan			May/85				
AMERICAN OAKWOOD ENERGY LTD	Ekstrom, Brian S.	AMERADA HESS CORP	S	Jun/85	IR1			3500
	Adams, Leland Cummins Amended			Jun/85				
AMOCO CORPORATION	Armstrong Investments Limited	AMERICAN OAKWOOD ENERGY LTD	DS	May/85		50000		603383
	Tahmazian, Gary A.			May/85				
ARC INTERNATIONAL CORPORATION	Cameron, Keith G.	AMOCO CORPORATION	D	Apr/85	G	60		42606
	Hunter, Harry D.			Apr/85				
ARGVLL ENERGY CORPORATION	Hunter, Harry D.	ARC INTL CORP	B	Jun/85		2000		447357
	D.H. Developments			Jun/85				
ASAMERA INC.	J.S.E. Enterprises Ltd	ARGVLL ENERGY CORP CL B	DS	Jun/85	IR			6175
	W.H.A. Clow			Jun/85				
ATLAS YELLOWKNIFE RESOURCES LIMITED	Allard, Charles A.	ASAMERA INC SERIES C 2ND PPD	S	Jun/85		100		100
	Allard Foundation			Jun/85				
AUDAX GAS & OIL LTD.	Cathton Holdings Ltd.	ATLAS YELLOWKNIFE RES LTD	D	Jun/85	IR			14000
				Jun/85				
BANK OF ALBERTA	Hunter, Harry D.	AUDAX GAS & OIL LTD	DS	May/85	1	312047		1989291
	D.H. Developments			May/85				
BANK OF BRITISH COLUMBIA	J.S.E. Enterprises Ltd	BANK OF ALBERTA	D	May/85	1	10000		50000
	W.H.A. Clow			May/85				
BANK OF MONTREAL	Allard, Charles A.	BANK OF MONTREAL	S	Jun/85	1			500
	Allard Foundation			Jun/85				
BARRINGTON PETROLEUM LTD.	Cathton Holdings Ltd.	BANK B C	D	Jun/85	IR			1000
				Jun/85				
BAY MILLS LIMITED	McDonald, Wendy B.	BANK OF MONTREAL	S	May/85	T	807		191
	Rowe, Howard G.			May/85				
BEAVER ENERGY RESOURCES INC.	Poage, James R.	BARRINGTON PETE LTD SER A DEB	B	Mar/85	7			7
	Nicholls, Sydney J.			Mar/85				
BAY MILLS LIMITED	Chanceux Holdings Inc	BAY MILS LTD	DSB	Apr/85	1	323721		323721
	DSP			Apr/85				
BEAVER ENERGY RESOURCES INC.	Barron Hunter Hargrave	BEAVER ENERGY RES INC	B	Apr/85	IR			500000
	Strategic Resources Inc.			Apr/85				
BEAVERHEAD RESOURCES LTD.	Hargrave, John	SECURITIES	DSSISI	Apr/85	IR			---
	Hargrave, Stephen			Apr/85				
BEAVERHEAD RESOURCES LTD.	Nairne, Dallas	DSDISI	IR	Apr/85	IR			---
	Copetrex Oil & Gas Co. Ltd.			Apr/85				
BEAVERHEAD RESOURCES LTD.		DI	IR	Apr/85	IR			---
				Apr/85				
BEAVERHEAD RESOURCES LTD.		BEAVERHEAD RES LTD	E	May/85		218500		---
				May/85				

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BEAVERHEAD RESOURCES LTD. (Continued)	Ogden, John P.	BEAVERHEAD RES LTD	S	May/85 May/85 May/85	X E	25000	25000	5
	Pearson, Robin B.		DS	May/85 May/85	X	80000	103100	---
	Phillips, Glen A.		DS	May/85 May/85	X E	40000	40000	---
BELL CANADA ENTERPRISES INC.	Cesaratto, M. Cesar	BELL CDA ENTERPRISES INC	DI	May/85	IR			1
BONANZA RESOURCES LTD.	Gillespie, F. K. Roy Indirect Holding	BONANZA RES LTD WT	DS	Jun/85 Jun/85	1		200000	82615 9503
BOREALIS EXPLORATION LIMITED	Cox, Chana B. *	BOREALIS EXPL LTD	DS	Apr/85 Apr/85		800	1338	77916
BRAMALEA LIMITED	Trizec Corporation Ltd Trizec Equities Limited	BRAMALEA LTD	B	Jun/85 Jun/85	1	3456150		3456150 4115000
	Tyityvan, Edward S. 1979 Employee Share Purchase Plan		S	Jun/85			1102	---
	1981 Employee Share Purchase Plan			Jun/85	1			10180
	RRSP			Jun/85	1			5420 3214
	Wiseman, Ivan T.		S	Jun/85 Jun/85		1405	3000	1036
	1979 Employee Share Purchase Plan			Jun/85	1			4759
	1983 Employee Share Purchase Plan			Jun/85 Jun/85	1 1		1405	8365 496
BREAKWATER RESOURCES LTD.	Rollke, Karl Heinz	BREAKWATER RES LTD	D	May/85			10000	111000
BRINCO LIMITED	Burgess, Andrew S.	BRINCO LTD PFD SR A CV 7%	SI	Jun/85	IR			7000
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	McCallum, Daniel J.	B C RES INVT CORP	S	May/85			900	---
BROULAN RESOURCES INC	Hamm, Jean	BROULAN RES INC	DI	May/85	A	25000		35000
	Lawson, Lorraine M.		DI	May/85		1328		1828
CALGROUP GRAPHICS CORPORATION LTD.	Ball, Richard J. Reid Entertainment Corporation	CALGROUP GRAPHICS CORP LTD		Apr/85			17450	22950
	Carroll, William John Amended	CAMPEAU CORP WT	DS	Apr/85	1			1000000
CAMPEAU CORPORATION	C & S Investors Stock Purchase Plan	CAMPEAU CORP SUB VTG		Mar/85 May/85 May/85 Mar/85	M M M M	5900 48240 4400 48240		57000 116058 2500 236969
	Roddy, James T.		DS	Mar/85	IR			100000
	Villemaire, Roland		S	May/85 Jun/85 May/85	M M M	11118		129 19859
	Share Purchase Plan		DS	Mar/85	IR1			250000
	Wood, Neil R. Indirect Holding							

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA DEVELOPMENT CORPORATION	Money, Peter L.	CANADA DEV CORP PFD 1980	SI	May/85	IR			120
CANADA MALTING CO. LIMITED	Despres, Robert Amended	CANADA MALTING LTD	D	Mar/85				300
CANADA NORTHWEST ENERGY LIMITED	Transalta Resources Corporation	CANADA NORTHWEST ENERGY LTD	B	Jun/85		56700		4195200
CANADIAN IMPERIAL BANK OF COMMERCE	Comber, Brian G.	CDN IMP BK COMM \$2.05 PFD	S	Jun/85		900		2900
CANADIAN PACIFIC ENTERPRISES LIMITED	Lethbridge, Milton G. V. Reekie, Charles Douglas	CDN IMP BK COMM CANADIAN PAC ENTERPRISES LTD	S D	Jun/85	IR			500
CANADIAN SATELLITE COMMUNICATIONS INC.	Beaubien, Philippe De Gaspé Stock Saving Plan Telemedia Communications Inc.	CDN SATELLITE COMMU INC	DB	Dec/84 Feb/85	T	30 900		1383
				Jun/85	I			1533
		CDN SATELLITE COMMU PREF SR A CDN SATELLITE PROMISSORY NOTE		Jun/85 Jun/85 Jun/85	I I I		552000 3200 \$82048	643509 --- ---
	Selkirk Communications Limited	CDN SATELLITE COMMU INC	B	Jun/85			552000 3200	643509 ---
CANADIAN TIRE CORPORATION LIMITED	Hall, L.	CDN SATELLITE COMMU INC UNITS SECURITIES	D	Jun/85	IR			---
CANPER RESOURCES INC.	de Menges, Maria del Pilar	CANPER RES INC	D	Jun/85	IR			300000
	White, Arthur Walter Brewis & White Limited		DSB	Jan/85 Jan/85	I		48000	1 272370
CAROLIN MINES LTD.	LaBine, Joseph Shirley	CAROLIN MINES LTD	D	May/85			6000	31700
CARTIER RESOURCES INC.	Beale, Stanley L.	CARTIER RES INC CARTIER RES INC CLASS A	D	Apr/85 Apr/85			39000	1011000 450000
CCL INDUSTRIES INC.	Eddy, Larry A. Sloan, Ronald J. Stock Option Plan	CCL INDS INC OPTIONS C C L INDS INC CL B	S	Jun/85 Jun/85	V V	10000 40200		20000 80400
	Wood, James H.	C C L INDS INC CL A	S	Jun/85 Jun/85	V V	20200 10000		40400 20000
				Jun/85	V	2000	2000	460
CENTRAL FUND OF CANADA LIMITED	Taschereau, Malcolm August W. A. Taschereau Services Inc.	CENTRAL FD CDA LTD CL A	S	May/85	IRI			1000
CFCF INC.	Chamberland, Paul H. Control	CFCF INC SUBORDINATED VOTING	D	Jun/85 Jun/85	IR IRI			1875 400
	Curran, Jack		S	Jun/85	IR			25
	De Chavigny, Andre Daughter Spouse		SI	Jun/85 Jun/85 Jun/85	IR IRI IRI			3925 100 1000
	Demers, Guy		SI	Jun/85	IR			25
	Dofasco Employees' Savings and Profit Sharing Fund		B					
	Bansco & Co.			Jun 85	IRI			1854400

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMINCO LTD.	Douglas, Roderick Peter	COMINCO LTD PFD \$3.25 SR D	S	Jun/85			200	---
COMMERCIAL FINANCIAL CORPORATION LIMITED	Wood, John H.	COMMERCIAL FNC CORP LTD	SI	May/85		194		318
COMSTATE RESOURCES LTD	Pyke, Murray W.	COMSTATE RES LTD	S	Jun/85		9000		22000
COMTERM INC.	Bacon, Stewart Employee Benefit Plan	COMTERM INC	S	May/85	1	5000		56100 12500
CONSOLIDATED-BATHURST INC.	Burns, James William James W. Burns Investments Inc.	CONS BATHURST INC COM SER A	D	May/85	M	2200		---
CONTROL DATA CORPORATION	Miller, Paul George	CONTROL DATA CORP DEL	S	May/85	M 1	2200		2200
CONWEST EXPLORATION COMPANY LIMITED	Barnett, William E.	CONWEST EXPL LTD CL B	DS	Jun/85			10100	30900
COOPERATIVE ENERGY DEVELOPMENT CORPORATION	Dobson, Allan E. Profit Sharing Plan RRSP	COOPERATIVE ENERGY CL A	SI	Jun/85	1			1594
COSEKA RESOURCES LIMITED	Stefan, Catherine J. G.	COSEKA RES LTD	SI	Jun/85	1	1000		3080
CRAIBBE-FLETCHER GOLD MINES LIMITED	Campbell Red Lake Mines Limited	CRAIBEE FLETCHER GOLD MINES	B	Jun/85		(800)		1000
CROWNK INC.	Hick, John Walter Wallen			Apr/85	M	540223		2043697
	Scharf, Hubert Douglas		DS	Apr/85	M		1	---
	Johnston, David R.	CROWNK INC CL A	SI	Apr/85	M		1	---
	Ling, Winston	CROWNK INC CL A	S	Apr/85		800	1100	100
	Wadsworth, Michael A.			Apr/85			100	700
CULLATON LAKE GOLD MINES LTD.	Royex Gold Mining Corporation	CULLATON LAKE GOLD MINES LTD	B	Jun/85		1000	600	38000
				Dec/84				3000
				Oct/84	E	189384		
				Nov/84	E	311194		
				Feb/85	E	299971		1382597
CYMBAL EXPLORATIONS INC.	Heale, Thomas R.	CYMBAL EXPL INC	D	Jun/85	M		1	---
	Klyman, Milton		D	Jun/85	IR			1
	Perry, Victor Harry		D	Jun/85	IR			1
	Tokarsky, Jr. John V.		S	Jun/85	M	1		1
D'OOR VAL MINES LTD.	Hughes, Richard W.	D'OOR VAL MINES LTD	D	May/85			3000	47048
DART & KRAFT INC.	Batts, Warren L.	DART & KRAFT INC	DS	May/85	V	4000		6000
	Beatty III, John J.		S	May/85	V	1600		2400
	Beers, William Oscar Wife		D	May/85	V	22000		33000
	Bourke, William O.		D	May/85	V 1	1200		1800
	Cleary, Catherine Blanchard		D	May/85	V	600		900
	Costigan, John M. Amended		S	May/85	V	800		1200
				May/85	V	920		1380

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DART & KRAFT INC. (Continued)	Costigan, John M. Amended Custodian	DART & KRAFT INC	S	May/85	V 1	1230		1845
	Coughlan, Gary P. As Custodian		S	May/85 May/85	V V 1	614 200		927 300
	Crawford, William W.		S	May/85	V	3368		5052
	Davis, E. M. *		S	Apr/85 May/85 May/85	F X V	1245 1619 15770		22155
	De Windt, Mandell E.		D	May/85	V	500		750
	Hara, Joseph Family		S	May/85 May/85	V V 1	29126 4		43689 6
	Jackson, William L.		S	Apr/85 May/85	X V	1104 6212		9318
	Jordan, William B. Amended		S	May/85 May/85	F V	399 10472		15708
	Lacy, Alan J.		S	May/85	V	480		720
	Mackimm, Margaret P.		S	May/85	V	4810		7215
	McGillicuddy, John F.		D	May/85	V	1000		1500
	McHugh, Thomas J.		S	May/85	V	7640		11460
	Miles, Michael A.		S	May/85	V	20000		30000
	Moskow, Michael H.		S	May/85	V	6000		9000
	Naveau, Philippe J.		S	May/85	V	4000		6000
DICKENSON MINES LIMITED	Nichols, Wallace J.	S	May/85	V	2702		4053	
	Reed, John S.	D	May/85	V	6000		9000	
	Richman, John M. Wife	DS	May/85 May/85	V V 1	16478 1810		24717 2715	
	Schuldt, Robert R.	S	May/85	V	1472		2208	
	Scott, Ian J. A.	S	May/85	V	2200		3300	
	Telling, Edward Riggs	D	May/85	V	600		900	
	Weinberg, John L.	D	May/85	V	4000		6000	
	Willis, Roger H.	S	May/85	V	11404		17106	
	Woelfle, Arthur W.	DS	May/85	V	21732		32598	
	Zeraldo, Daniel N.	S	May/85 May/85 Jun/85 Jun/85	X X X X	2500 2500 2500 2500		2500 2500 --- ---	
	DOMTAR INC.	Bell, John Alexander Gordon	D	Jun/85	V	1000		2000
		Danyluk, Steven S.	S	Jun/85	V	200		400
		Dephoure, Norman B.	S	Jun/85	IR			100

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOMTAR INC. (Continued)	Kirkpatrick, John Gildersleeve Sleeve Investments Ltd	DOMTAR INC	S	Jun/85	V	815		1630
				Jun/85	1	(300)		600
	Lebel, Jean-Claude			Jun/85		300		450
	Major, John C.			Jun/85	V	160		200
	Pharand, Gilles			Jun/85	V	523		1046
DORSET RESOURCES LTD.	Pinard, Raymond R.	DORSET RES LTD SRS I PFD	DS	Jun/85	V	268		736
				Jun/85	(200)			
	Smith, J H.			Jun/85	V	1289		2598
	Hughes, Dan A.			Jun/85	E	6000000	292	8379399
				Jun/85	E			---
DOW CHEMICAL COMPANY, THE	McCracken, Paul W. Trustee	DOW CHEM CO	D	Jun/85	1	1000		2000
	Naegel, Robert E. Jointly with wife Savings Plan			May/85				3448
				May/85	1	10		3463
				May/85	1			2052
	Adamson, C. N. Baeker Drugs Limited Harry Wilson Drug Store Limited			May/85	IR1			150
DRUG TRADING COMPANY LIMITED	Faulkner, B. F. G. Quinns Pharmacy Limited	DRUG TRADING CO LTD	D	May/85	IR1			180
				May/85	IR1			70
	Sugar, Murray Ragus Holdings Ltd.			Jun/85	1	\$35000		\$70000
	Schwartz, Chris B			Jun/85	S	200		400
	Steinberg, Harry			May/85	S	800		8300
ECONOMIC INVESTMENT TRUST LIMITED	Jones, Frederick William Pryce Frederick Securities Limited	ECONOMIC INVT TR LTD	D	Jun/85	1	101		1863
	McKenzie, George C.			Jun/85		3500		169806
	Hammond, Frederick O.			May/85		1500		
				Jun/85		3000	2000	46425
				Jun/85	1	2900		8900
EDEN-ROCK MINERAL CORP. ERAMOSA TECHNOLOGY CORPORATION	Hammond, Robert Frederick Eramosa Group Limited	EDEN-ROCK MINERAL CORP ERAMOSA TECH CORP	D	Jun/85	1			500000
	Gill, James Monroe PAYSOP Savings Plan			May/85	1	38		27060
				May/85	1	30		38
				May/85	1			30227
	Wikman, Andrew O. Savings Plan			May/85	1		17	9792
ETHYL CORPORATION		ETHYL CORP	DS	May/85	IR			19897
				May/85	IR1			3263500
				May/85				9242700
				Dec/84	IR			500
				Jan/85		500		1000
FALCONBRIDGE LIMITED	Stock, Valentine Norbert 394506 Ontario Limited RRSP	FALCONBRIDGE LTD	DDI	Feb/85	1	2500		2500
				May/85	1			2500
								5000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FEDERAL INDUSTRIES LTD.	Fraser, John Foster	FEDERAL INDS LTD CDA CL A CV	DS	May/85		45000		25001
	Caldwell, Will M. Supplemental Compensation Plan	FORD MOTOR CO	DS	May/85			125	24529
FORD MOTOR COMPANY	Compton, W. Dale Compton, Donald L. Compton, Duane A. Savings and Stock Investment Plan		S	Dec/84 Dec/84 Dec/84	1	573		11538
	Supplemental Compensation Plan Wife			Dec/84	1			165
	Sagan, John Revocable Grantor's Trust		S	Dec/84	1			93
	Savings and Stock Investment Plan			Dec/84	1			3715
	Supplemental Compensation Plan Wife			Dec/84 Dec/84	1 1	655		13189
				Dec/84	1			214
	Wharton, Clifton Reginald		D	May/85				6071
	Hennigar, David John Forest Lane Holdings	FRASER INC	D	Jun/85 Jun/85	E 1	2755 15		16324
FRASER INC.	Bannon, Robert J.	SECURITIES	S	Jun/85	IR			7074
FUTURTEK COMMUNICATIONS INC.	Dubois, Claude Gestion Phila Inc.	GTC TRANSCONTINENTAL LTD	DSB	Jun/85	1		26223	3178
	Kingsley, Andre Gemarjean Inc.		DSB	Jun/85	1			862
G.T.C. TRANSCONTINENTAL GROUP LTD.	Pezim, Murray Deep South Pete Inc. Mal-Am Res. Corp. Texpez Oil & Gas Corp. Torrent Res. Ltd. Zareba Inv. Ltd.	GALVESTON MINES LTD	D	May/85 Jun/85 Jun/85 Jun/85 Jun/85 May/85	1 1 1 1 1 1		18777	1050
	Roth, Millard S. Amended	GEMINI FOOD CORP	D	Mar/85 Jun/85	G G			---
GEMINI FOOD CORPORATION	Cohen, John C.	GENDIS INC CL B	D	Jun/85			20000	---
	Cohen, Joseph H.	GENERAL MTRS CORP	B	Jun/85			173688	---
GENDIS INC.	Beck, John F. Savings Stock Purchase Program		S	Jun/85 Jun/85	X 1	655	415	2048777
	Beck, John F.	GENERAL MOTORS CORP CLASS E	S	Jun/85	T	232		1286223
GENERAL MOTORS CORPORATION	Brown, Barton Dividend Reinvestment Plan		S	Jun/85	T	179		20000
	Czapor, Edward Peter Daughter Son		S	Jun/85	T	12		10000
	Trustee for Daughter Trustee for Son		S	Jun/85 Jun/85	T T	414 18		5234
				Jun/85	T	21		983
				Jun/85	T	28		464
				Jun/85	T	56		358
				Jun/85	T	112		24
				Jun/85	T	828		828
				Jun/85	T	36		36
				Jun/85	T	42		42
				Jun/85	T	56		56
				Jun/85	T	112		112

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	McCormack, John Patrick	GENERAL MOTORS CORP CLASS E	S	Jun/85	T	296		592
	McLaughlin, Earle W.		D	May/85	V	25		50
	McNulty, John William Children Wife		S	Jun/85 Jun/85 Jun/85	T 1 T 1 T 1	100 6 14		200 12 28
	McPherson, Donald H.		S	Jun/85	T	846		1692
	Thompson, William B.		S	Jun/85	T	289		578
	Waters, James Francis Jr.		S	Jun/85	T	164		328
	Zalecki, Paul Henry	GENERAL MTRS CORP	S	Jan/85 May/85	C C	438 531		2008 2539
	Savings Stock Purchase Program			Jan/85 Feb/85	1 1			763 763
	Zalecki, Paul Henry	GENERAL MOTORS CORP CLASS E	S	Jan/85	C	21		99
GOLDCORP INVESTMENTS LIMITED	C.S.A. Management Limited	GOLDCORP INVTS LTD WT	B	Jun/85			1700	386300
GOLDEN HOPE MINES LIMITED	Dubuc, Gilles	GOLDEN HOPE MINES LIMITED	DS	May/85			9000	15000
GOLDEN RULE RESOURCES LTD.	Hansen, Jens Eskelund Amended	GOLDEN RULE RES INC	D	Oct/83		2000		45000
GOLIATH GOLD MINES LTD.	Hall, David P.	GOLIATH GOLD MINES LTD	S	May/85			2000	7000
GORDEX MINERALS LIMITED	Baxter, Robert G.	GORDEX MINERALS LTD	D	Jun/85			3000	6000
GRANGES EXPLORATION LTD.	Angel, Tryggve Gustaf	GRANGES EXPL LTD.	DS	May/85		13000		13000
GREAT CAMERON LAKE RESOURCES INC.	Lewis, Elliot A. Tayok Energy Consultants Limited Tayok Investments Limited	GREAT CAMERON LAKE RES INC	DS	Jun/85				124267
				Jun/85	1	11500		59500
GROSMONT RESOURCES LTD	Riddell, Clayton Howard	GROSMONT RES LTD	DB	Jun/85	1	5000		330000
	Paramount Resources Ltd			May/85 Jun/85 May 85		5500 8000		265543 273543 1939464
GSW INC	Hodgson, Patrick W. E.	SECURITIES	DI	Jun/85	IR			---
GULF & WESTERN INDUSTRIES, INC.	Ryan, William Frederick Family	GULF & WESTN INDS INC	S	May/85 May/85	X 1	1625		1725 4
HAMILTON GROUP LIMITED, THE	Schunk, John F.	HAMILTON GROUP LTD CL A CONV	D	Apr/85	T	53		1842
HARRIS STEEL GROUP INC.	Harris, Milton E. Milton Harris Investments Limited	HARRIS STL GROUP INC CL A	S	Jun/85				158
	Rose, Barrie David Adro Ltd.		B	Jun/85 Jun/85	1 1		100000	2886080 6000 111100
HAYES-DANA INC.	Dana Corporation Lahn, Wervyn Lloyd	HAYES DANA INC	B	Apr/85	V	3961937		7923874
	Willmot, Donald Gilpin		D	Mar 85 Apr/85	11 V	1351		2702
			D	Apr/85	V	100		200

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HAYES-DANA INC. (Continued)	Willmot, Donald Gilpin Willhaven Limited	HAYES DANA INC	D	Apr/85	V 1	2900		4000
HELIX CIRCUITS INC	Simpson, William Frederick	HELIX CIRCUITS INC	S	May/85			10000	47875
HIGHWOOD RESOURCES LTD.	Thomas, David Greenville	HIGHWOOD RES LTD	DS	Jan/85 May/85	X	120000 2000		609856
HUDSON'S BAY COMPANY	Desjardins, Christopher John	HUDSONS BAY CO	S	Dec/84 Feb/85 Mar/85 May/85 May/85		35 960 10 200	75	2814 200
HUMBOLDT ENERGY CORPORATION	Lamond, Robert William Mary J. Lamond RRSP Rubicon Investments Ltd	HUMBOLDT ENERGY CORP SUB	B	Jun/85 Jun/85 Jun/85 Jun/85		6500		2678283 28455 50040 553611
HUSKY OIL LTD.	Miller, William Roy Indirect Holding	HUSKY OIL LTD	S	Jun/85	1	1000		1000
	Pearson, Hugh John Sanders		DS	Jun/85 Jun/85	E E	800	200	5000 ---
I. T. L. INDUSTRIES LIMITED	Hedgewick, Kenneth P.	HUSKY OIL LTD PFD 13%	D	May/85		7938		18838
IMASCO LIMITED	Ackman, Roger S. Benefit Plan	I T L INDS LTD IMASCO LTD	S	May/85 May/85	1	1144		6514 13158
	Bloom, David Benefit Plan Spousal RRSP		D	May/85 May/85	1 1	1765		4247 2320
	Bouchard, Roland Benefit Plan		DI	Mar/85 Mar/85 May/85	T 1 1	19 394		8 3441
	Dunn, Patrick J. Benefit Plan		D	Mar/85 Mar/85 May/85	1 3 1	14 3 438		2481 1053
	Foster, Roderick C. Benefit Plan		D	May/85 May/85	1	2365		3011 14507
	Harris, William J. Benefit Plan		S	May/85 May/85	1	2007		4888 8246
	Laporte, Andre Benefit Plan		D	Mar/85 Mar/85 May/85	T 1 T 1 1	19 30 612		3981 5168
	Latowsky, Norman Benefit Plan		D	Jun/85	1			47
	Pare, Paul L. Benefit Plan		D	May/85	1	1168		83480
	Ryan, Paul K. Benefit Plan		S	May/85 May/85	1	670		6342 7396
	Schwartz, Roy Benefit Plan		S	May/85 May/85	1	564		1308 1319
	Somers, Daniel E.		S	May/85				1337

REPORTING ISSUER	INSIDER	SECURITY	REL'N.	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMASCO LIMITED (Continued)	Somers, Daniel E. Benefit Plan	IMASCO LTD	S	May/85	1	1335		2695
	Warren, Clifford Benefit Plan			Mar/85	T	107		16722
				Mar/85	T 1	141		22195
				May/85	1	1722		
IMPERIAL METALS CORPORATION	Wylie, Torrance Benefit Plan	IMPERIAL METALS CORP	S	Jun/85	IR1			259
	Mills, Robert A.R.			Apr/85		7000		29000
	Sutherland, Harry P.			Dec/84 Jan/85		7000	11500	21500
	Besel, Daniel G.			Jun/85 Jun/85	X	1000	1000	---
INLAND NATURAL GAS CO. LTD.		INLAND NAT GAS LTD	S	May/85		1000		1000
				Jun/85	X		3850	26250
INTENSITY RESOURCES LTD.	Knight, James P.	INTENSITY RES LTD RIGHTS	D	May/85		1000		300
	Beenham, Charles Roy			Jun/85				32646
	Davison, Stanley Martin Indirect Holding			May/85	IR			1
	Rogers, Donald Sheldon			May/85	IR			1
INTER-CITY GAS CORPORATION	Ackerman, Arthur H.	INTER CITY GAS CORP	S	May/85				142857
	Bednarz, Leonard Alexander			May/85	IR1			100000
	Driscoll, John F.			May/85	1			---
	Indirect Holding J.F. Driscoll Investment Corp.			May/85	IR1		242857	500000
INTERFIRST OIL CORPORATION	Price, Earl	INTERFIRST OIL CORP	D	May/85	IR			1
	Woolsey, Leonard			May/85	IR			1
	Nickel, Georg R.			May/85	IR			1101
	Siebert, Dr. Rudolf			May/85	E	12500		13601
INTERLAKE DEVELOPMENT CORP.	Moore, William H. Family	INTERLAKE DEV CORP	DS	May/85				75477
	Owen, Brian E.			May/85	IR			10830
	Irwin, Thomas B.			May/85	1		264	7812
	Terry, John Joseph wife			Jun/85	IR			20500
INTERNATIONAL BUSINESS MACHINES CORPORATION	Harbinson, Vincent Noble	INTERNATIONAL BUS. CAPITAL	D	May/85				45980
	Green, Sue D.			May/85				45780
	Irrevocable Proxy Suzen Associated Holdings Ltd.			May/85	X	1036		14828
				Jun/85	T 6			82
INVENTRONICS LIMITED		INVENTRONICS LTD	S	Jun/85	T 1			2782578
				May/85				
				May/85				
				May/85				
IRWIN TOY LIMITED		IRWIN TOY LTD VTG	S	May/85				
				May/85				
				May/85				
				May/85				
IU INTERNATIONAL CORPORATION		I U INTL CORP	S	May/85	X			
				Jun/85	T 6			
				Jun/85	T 1			
				Jun/85	T 1			
JOUTEL RESOURCES LIMITED		JOUTEL RES LTD	DSB	May/85		282578		
				May/85				
				May/85				
				May/85				
KENORA PROSPECTORS & MINERS LIMITED		KENORA PROSPECTORS & MINERS	S	Jun/85	IR			274142
				Jun/85	IR1			192771
				Jun/85	IR1			600000
				Jun/85	IR1			

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LANSVIEW RESOURCE CORPORATION	Tokarsky, John Thomas Tokarsky Corporate Services Ltd.	LANSVIEW RES CORP	S	Apr/85	X	900		906
				Jun/85	1		447	---
LARIAT OIL & GAS LTD.	Kurasnuha, Daniel A.	LARIAT OIL&GAS LTD	S	May/85			5500	4500
LENORA EXPLORATIONS LTD.	Whitehead, William	LENORA EXPLS LTD	D	May/85			6000	23000
LINEAR TECHNOLOGY INC.	Ziemski, Wieslaw Richard	LINEAR TECHNOLOGY INC	S	May/85 May/85		800		---
				Jun/85			7500	6794
LUMONICS INC.	Atkinson, Robert J.	LUMONICS INC	DS	Jun/85			37300	43516
	Higgins, J. F. Amended		D1	Jun/85			6664	14666
	Mauchel, Gordon A.		DS	Jun/85				410958
	Noranda Inc. Noranda Enterprise Limited		B	Jun/85		101464		1947162
	Wright, James K.		S	May/85			40000	259240
MACKENZIE FINANCIAL CORPORATION	Pearsons, David A.	MACKENZIE FINL CORP	S	May/85			2400	---
			S	May/85				361
	Adams, G. A. Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	May/85	1	53		865
	Ainscough, Grant Lee Employee Share Purchase Plan		S	May/85	1			10
	Sr. Mgmt Shr Purchase Plan			May/85	1	57		2379
	Stock Option Plan			May/85	1			674
				May/85	1			746
	Dickinson, John Grant Employee Share Purchase Plan		S	May/85	1	46		203
	Sr. Mgmt Shr Purchase Plan			May/85	1			754
	Stock Option Plan			May/85	1			470
	Dowsley, Donald Alexander Employee Share Purchase Plan		S	May/85	1			12
	Sr. Mgmt Shr Purchase Plan			May/85	1	63		1755
	Stock Option Plan			May/85	1			830
				May/85	1			621
	Ferguson, G. M. Employee Share Purchase Plan		S	May/85	1	26		93
	Findlay, Robert Barclay Employee Share Purchase Plan		S	May/85	M	373		373
	Share Purchase Plan			May/85	M 1		373	---
				May/85	M 1	86		1
	Finkbeiner, J. C.		S	May/85	M		100	57
				May/85	M		200	100
				May/85		50		---
	Employee Share Purchase Plan			May/85	M 1		100	---
	Fliessbach, H. E.		S	May/85			1040	1040

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Fliessbach, H.E. Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	May/85	1	39		367
	Forgaes, Otto Lionel Employee Share Purchase Plan			May/85	1	72		1850
	Sr. Mgmt Shr Purchase Plan			May/85	1			1680
	Stock Option Plan			May/85	1			1616
	Forstrom, Sidney William Employee Share Purchase Plan			May/85	1	86		26
	Sr. Mgmt Shr Purchase Plan			May/85	1			319
	Stock Option Plan			May/85	1			966
				May/85	1			2175
	Grunder, Arthur N. Employee Share Purchase Plan			May/85	1	56		357
	Stock Option Plan			May/85	1			621
	Hawkings, William E. Employee Share Purchase Plan			May/85	1	63		552
	RRSP			May/85	1			106
	Holden, Dwight Hal Employee Share Purchase Plan			May/85	1	50		338
	Sr. Mgmt Shr Purchase Plan			May/85	1			643
	Stock Option Plan			May/85	1			621
	Howard, John L. Employee Share Purchase Plan			May/85	1	82		1748
	Sr. Mgmt Shr Purchase Plan			May/85	1			1217
	Stock Option Plan			May/85	1			1737
				May/85	1			1865
	Johncox, Gary Herbert Employee Share Purchase Plan			May/85	1			14
	RRSP			May/85	1	57		335
	Stock Option Plan			May/85	1			5
				May/85	1			621
	Lauritzen, Eric Employee Share Purchase Plan			May/85	1	65		355
	Sr. Mgmt Shr Purchase Plan			May/85	1			661
	Stock Option Plan			May/85	1			870
	Legg, Edward Godfrey Employee Share Purchase Plan			May/85	1	29		25
	Sr. Mgmt Shr Purchase Plan			May/85	1			388
	Stock Option Plan			May/85	1			754
				May/85	1			621
	Matthews, Robert Vere Employee Share Purchase Plan			May/85	1	62		416
				May/85				306
	McLauchlin, Donald Leslie Employee Share Purchase Plan			May/85	1	104		929

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	McLauchlin, Donald Leslie Sr. Mgmt Shr Purchase Plan Stock Option Plan	MACMILLAN BLOEDEL LTD	S	May/85	1			2174
				May/85	1			2175
	Moonen, Fred Hubert Employee Share Purchase Plan			May/85	1	47		542
	Sr. Mgmt Shr Purchase Plan			May/85	1			619
	Stock Option Plan			May/85	1			621
	Northwood Mills Limited			May/85		203200		14765270
				Jun/85		200000		
	Ross, John St. C. Employee Share Purchase Plan		S	May/85	1	93		3398
	Sr. Mgmt Shr Purchase Plan			May/85	1			2255
	Stock Option Plan			May/85	1			2175
	Smith, Raymond Victor Employee Share Purchase Plan			May/85	1			619
	Sr. Mgmt Shr Purchase Plan			May/85	1	148		4372
	Stock Option Plan			May/85	1			2573
				May/85	1			3108
	St. John, Dolway W. Employee Share Purchase Plan			May/85	1	42		1839
	Sr. Mgmt Shr Purchase Plan		S	May/85	1			830
	Stock Option Plan			May/85	1			870
	Wiewel, Roger North Employee Share Purchase Plan			May/85	1	93		4130
	Sr. Mgmt Shr Purchase Plan			May/85	1			2042
	Stock Option Plan			May/85	1			2175
	Wishart, George Employee Share Purchase Plan			May/85	1	43		237
				May/85				540
	Worthy, Victor Ross Employee Share Purchase Plan			May/85	1	70		1673
MANNVILLE OIL & GAS LTD.	Sr. Mgmt Shr Purchase Plan		S	May/85	1			948
	Stock Option Plan			May/85	1			870
	Atkinson, Bertha			Jun/85	IR			---
	MacDonald, Dolly			Jun/85	IR			---
	Shaw Holdings Limited Shawest Industries Ltd			Jun/85	IR			956900
				Jun/85	IR1			132635
	Shaw, Leslie Earl L.E. Shaw Investments Limited			Jun/85	IR			104411
	Shawest Industries Ltd			Jun/85	IR1			22200
				Jun/85	IR1			75792
MARITIME TELEGRAPH AND TELEPHONE CO. LTD.	Duvar, Ivan Ernest Hunter Amended	MARITIME TELEG & TEL LTD	S	Apr/85	V	1224		1837

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MARITIME TELEGRAPH AND TELEPHONE CO. LTD. (Continued)	Hartt, Andrew Douglas	MARITIME TELEG & TEL LTD	S	Apr/85		7012		10522
	Amended			May/85	V	600		934
	Dixon, G. Lowell	MCDONALDS CORP	S	May/85			3000	1364
	Sutherland, William Harold		S	May/85				3880
MCDONALD'S CORPORATION	Wunner, Stanley Bruce		S	May/85	X	3807		270
	Zoeller, Robert G.		S	Apr/85	IR			1942534
	Dome Mines Limited	MCINTYRE MINES LTD	B	May/85	IR			100
	Franklin, Robert Michael		DDISI	Jun/85	IR			501427
MEGUMA GOLD CORP LIMITED	International Geochemical Associates Limited	MEGUMA GOLD CORP LTD	B	Feb/85	IR		38728	462699
				May/85				
	Lewis, Harvey MacLeod		DS	Feb/85	IR		6300	1
	Riddell, John Evans		DS	Feb/85	IR			1
MERIDIAN TECHNOLOGIES INC.	Riddell, Michael James		S	Feb/85	IR			1
	Waszek, Glen F.	MERIDIAN TECH INC	DI	May/85				26998
	Watt, Hugh T.		D	May/85			5000	15000
	Moducomp Inc.			May/85	1			10000
MERLAND EXPLORATIONS LIMITED	Bankeno Mines Limited	MERLAND EXPL LTD SER B PFD	B	Apr/85		563051		563051
				May/85	X	54672		78418
	Causey, Marion Earl	MESA PETE CO	S					
	Searle, Peter F.	MMC VIDEO ONE LTD	S	Mar/85	X 1	500		500
MESA PETROLEUM CO.	Postscript Financial Services Inc.			May/85	1	6600		7100
				Jun/85				50
	Cameron, Alastair Duncan	MONENCO LTD CL A	D	Jun/85	T 1	489	5489	27680
	Wife			Jun/85	1			
MONENCO LIMITED	Mulherin, James Kenneth		DS	May/85	T	801		61062
	Conrad			Jun/85	T 1	497		
	Smith, Walter James		D	Jun/85	1		500	56
	98786 Canada Inc.	MONENCO LTD CL B		Jun/85	1	1000		32102
MORGAN HYDROCARBONS INC	Harris, Edmund A.	MORGAN HYDROCARBONS INC	S	Jun/85		12407		26274
	Holton, Norman W		S	Jun/85		19851		51596
	Maynard Petroleum Ltd.			Jun/85	1			12007
	Spouse			Jun/85	1			12007
MOTORCADE INDUSTRIES LIMITED	Hopwood, Terrence Judd		S	Jun/85		19851		37718
	Shepherd, Donald W.		S	Jun/85		29777		65679
	Winter, Jerold	MOTORCADE INDS LTD	D	Jun/85		500		25900
				Jun/85		500		25900
MSR EXPLORATION LTD.	Winter, Neil Mark		D	Jun/85		500		25900
	MSR Exploration Ltd.	M S R EXPL LTD		May/85		2500		25900

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NATIONAL BANK OF CANADA	Bourgie, Marc	NATIONAL BANK OF CDN WARRANTS	D	Jun/85		1600		1600
	Ducharme, Claude Indirect Holdings	NATIONAL BANK OF CANADA	D	Apr/85		1000		3066
	Ducharme, Claude	NATIONAL BANK OF CDN WARRANTS	D	Jun/85	1	1300		6500
	Julien, Yvon	NATIONAL BANK OF CANADA	SI	Jun/85		500		1200
		NTL BANK OF CDN RIGHTS	SI	Jun/85				20
		NTL BUSINESS SYSTEMS INC	S	Jun/85			15300	500
NATIONAL BUSINESS SYSTEMS INC.	Milano, Edward G.							44700
	Tari, Joseph 123939 Canada Inc.		DI	Jun/85	1		25000	117222
NATIONAL TRUST COMPANY	Elliott, Donald C.	NTL VICTORIA & GREY TRUST	DISI	Jun/85	IR			600
NEVASCO CORPORATION	Armitage, Kenneth	NEVASCO CORP CLASS A	D	Jun/85	M	30000		35000
	Verner, Leland Round the World Books, Inc.		DSB					
				Jun/85	M 1		180000	200000
				Jun/85	G 1		20000	
NEWFOUNDLAND TELEPHONE COMPANY LIMITED	Fagan, Frank Frederick	NEWFOUNDLAND TEL LTD	S	Jun/85			2000	191
	Withers, Vincent George		S	Jun/85			1020	694
NOMA INDUSTRIES LIMITED	Rose, Barrie David Adro Ltd.	NOMA INDS LTD CL A	D	Jun/85	V 1	13400		22200
	Amrose Enterprises Limited			Jun/85	1		5300	
	Adro Ltd.			Jun/85	1		7000	
	Amrose Enterprises Limited	NOMA INDS LTD CL B		Jun/85	V 1	11000		22000
				Jun/85	V 1	9400		18800
				Jun/85	V 1	12000		24000
NORANDA INC.	McKeough, William Darcy	NORANDA INC	D	Jun/85		2000		3000
	Powis, Alfred		DS	Mar/85	T	440		66895
				Jun/85	T	474		3796
		NORANDA 9.250% 15OCT90		Jun/85	E	3796		
NORCEN ENERGY RESOURCES LIMITED	Bane, Thomas G.	NORCEN ENERGY RES LTD NON-VTG		Jun/85			500	387
NORTHERN TELECOM LIMITED	Cesaratto, M. Cesar	SECURITIES	DI	May/85	IR			---
NOVA SCOTIA SAVINGS & LOAN COMPANY	Cohen, H. Reuben Exco Corporation Ltd.	NOVA SCOTIA SVG & LOAN CO	B	May/85	1	100		679031
	Ellen, Leonard Exco Corporation Ltd.		B	May/85	1	100		679031
NOVA, AN ALBERTA CORPORATION	Pearson, Hugh John Sanders	NOVA AN ALBERTA CORP 8% DEBS	DS	May/85		\$300000	\$300000	\$300000
				Jun/85				---
OAKWOOD PETROLEUMS LTD.	Hawkins, Dallas Eucl II * Voting Trust Agreement	OAKWOOD PETES LTD	DSB	May/85	Z 1		75120	959782
		OAKWOOD PETES LTD PFD SRS A		May/85	Z 1		712873	112873
		OAKWOOD PETES LTD PREF SERS B		May/85	Z 1		74950	---
				May/85	Z 1		300	---
	Hawkins, Dallas Eucl II * Voting Trust Agreement	OAKWOOD PETES LTD CL A	DSB	May/85	V 1		11827	948532
				May/85				72673
OSLER BLUFF SKI CLUB LIMITED, THE	Davidson, William P.	OSLER BLUFF SKI CLUB LTD CL A	D	Jun/85	IR			19

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OSLER BLUFF SKI CLUB LIMITED, THE (Continued)	Davidson, William P.	OSLER BLUFF SKI CLUB LTD CL B	D	Jun/85	IR			1
	Hanson, Robert K.		D	Apr/85	IR			1
	Wilson, Ann J.	OSLER BLUFF SKI CLUB LTD CL A OSLER BLUFF SKI CLUB LTD CL B	D	Jun/85 Jun/85	IR IR			10 1
	Wotherspoon, Douglas G.		D	Jun/85	IR			1
PACIFIC NORTHERN GAS LTD.	Dyce, Roy George Savings Plan Program Stock Purchase Plan	PACIFIC NORTHERN GAS LTD	S	Jun/85 Jun/85	1 1		1000	655 3000
	O'Shaughnessy, Robert Fyfe RRSP Savings Plan Program Stock Purchase Plan		S	Jun/85 Jun/85	1 1			1200 2989 15000
	Parks, Samuel C. *	PAN AMERN MINERALS CORP	DS	May/85		(600)	10000	119960
PAN AMERICAN MINERALS CORPORATION	Eagles, Ernest Stuart	PANCANADIAN PETE LTD	DDISI	Jun/85				3000
PANCANADIAN PETROLEUM LTD.	Beatty, David Ross RRSP Wife	P C L INDS LTD CL A PFD	D	Jun/85 Jun/85	1 1	5100		25000 5000
PCL INDUSTRIES LIMITED								
PENNZOIL COMPANY	Bourne, Douglas Johnston SSP Stock Plans	PENNZOIL CO	D	Mar/85 May/85 May/85 May/85	T X 1 1	251 17191		40534 8862 608
	Bovaird, William J. The Bovaird Supply Co. Wife		D	Jun/85 Jun/85 Jun/85	1 1 1	190 20000		3943 97336 592
PETROTECH, INC.	United Kingdom Temperance and General Provident Institution	PETROTECH INC	B	May/85			100000	2250000
PHILLIPS PETROLEUM COMPANY	Askew, Richard Graves Wife	PHILLIPS PETE CO	S	May/85 May/85	C 1	447		2860 101
	Barr, William Edgar Company Dividend Reinvestment Plan		S	May/85	C	122		553
	Bonnell, R.E.		S	May/85	1			46
	Boyd, Thomas J.		S	May/85	C	159		685
	Cox, Glenn Andrew		S	May/85	C	169		169
	Douce, William C. In Trust		S	May/85	C	717		1628
	Goering, Gordon David		DS	May/85	C 1	1645		6022
	Harris Jr., John E. In Trust		S	May/85	C	597		597
	Heady, James K.		S	May/85	C	178		268 137
	Kittrell, C.M.		D	May/85	C	260		1317
	O'Toole, Joseph William		S	May/85	C	709		1472
			S	May/85	C	159		622

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL.N.	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH END HOLDINGS
PHILLIPS PETROLEUM COMPANY (Continued)	Rickards, Leonard M.	PHILLIPS PETE CO	S	May/85	C	597		724
	Robinson, Richard I.			May/85	C	317		496
	Silas, Cecil J. Dividend Reinvestment Plan		DS	May/85	C	1009		2986
	Smalley, Kenneth Lee			May/85	1			367
	Steiner, Ray J.		S	May/85	C	249		498
	Thomas, W. E.		S	May/85	C	256		512
	Thompson, B. M.		S	May/85	C	227		227
	Tucker, Paul William		S	May/85	C	67		285
	Wallace, Robert Glenn Dividend Reinvestment Plan		S	May/85	C	212		1564
	Dudley, James Chittenden		DS	May/85	C	644		1805
PLACER DEVELOPMENT LIMITED	Ditto, Arthur H.	PLACER DEV LTD	D	Jun/85	1		10000	134
PLEXUS RESOURCES CORPORATION		PLEXUS RES CORP	DS	May/85		5600	6000	362200 367800
POPULAR INDUSTRIES LIMITED	Prupas, Peter	POPULAR INDS LTD	D	Jun/85	IR		10000	200
POWER CORPORATION OF CANADA	Burns, James William James W. Burns Investments Inc.	POWER CORP CDA	DS	May/85	M 1	10000	10000	2
	Burns, James William	POWER CORP OF CDN OPTIONS	DS	May/85		75000	75000	100830
	Haynes, Arden Ramon	POWER CORP OF CDN SUBORDINATE	D	Jun/85	V	200	400	75000
	Knowles, Arthur Francis *	POWER CORP CDA	DS	Jun/85	V	11722	23444	400
	Indirect Holding			Jun/85	1	116830	233660	23444 233660
	Thomson, Peter Nesbitt		D	Jun/85	V	2000	4000	4000
POWER FINANCIAL CORPORATION	Desmarais, Paul	POWER FINANCIAL CORP	B	May/85		200	200	200
REDAURUM RED LAKE MINES LIMITED	Crawford, Herbert A. *	REDAURUM RED LAKE MINES LTD	D	Feb/85 Feb/85		7000	7000	---
RILEY'S DATASHARE INTERNATIONAL LTD.	Longcroft, Peter M. S.	SECURITIES	D	May/85	IR		---	---
ROGERS CABLESYSTEMS INC.	Rogers, Edward S. * RCI Holdings Limited Rogers Telecommunica- tions Limited	ROGERS CABLE SYSTEMS INC CL B	B	Jun/85 Jun/85	1		78275 4070034	78275 4070034
	Haynes, Arden Ramon	ROYAL BK CDA	D	Jun/85	IR		124800	83032
ROYAL BANK OF CANADA, THE	Stewart, Hugh Carson Son		S	May/85 May/85	1	13	758 6	200 758
	Thomson, Peter Nesbitt		D	May/85		130	7448	7448
ROYAL TRUSTCO LIMITED	MacDougall, Hartland Moison	ROYAL TRUSTCO LTD WTS	DS	Apr/85			10000	---
SANTA MARIA RESOURCES LIMITED	Kent, George Robert	SANTA MARIA RES LTD	D	Apr/85			2000	2000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SANTA MARIA RESOURCES LIMITED (Continued)	Welsh, Richard Wm.	SANTA MARIA RES LTD	B					
SASKO OIL AND GAS LIMITED	Ross, Jeffrey D.	SASKO OIL & GAS LTD CL B	DS	Jun/85	IR			450000
SCEPTRE RESOURCES LIMITED	Fletcher, Gerald L. Employee Savings Plan	SCEPTRE RES LTD	S	Sep/84		2100		252100
				Apr/85		16000		65900
				Apr/85	I			5466
SCOTT'S HOSPITALITY INC.	Dodds, Bruce Robert	SCOTT'S HOSPITALITY SUB VTG	S	Jun/85			2000	16000
	Hodgson, Patrick W. E.	SECURITIES	DS	Jun/85	IR			---
	Thompson, Ronald J.	SCOTT'S HOSPITALITY SUB VTG	S	May/85	IR			2000
SEARS CANADA INC.	Chapman, David S.	SEARS CANADA INC CLASS A	S	Jun/85			3000	18180
SHADOWFAX RESOURCES LTD.	Lewis, Elliot A.	SHADOWFAX RES LTD	DS	May/85			1000	61600
SHELL OIL COMPANY	Platts, John H.	SHELL OIL CO	D	Jun/85	E		400	---
	Stiles, Stanford Grant		S	Mar/85	Z	2808		2808
				Jun/85	E		2808	---
SILVERSIDE RESOURCES INC.	McCloskey, Richard Duncan	SILVERSIDE RES INC	DS	May/85			26000	2000
SOBEYS STORES LIMITED	Empire Company Limited Kepec Holdings Sobeys Stores Pension Fund	SOBEYS STORES LTD CL A	B	May/85		2386		103380
				May/85	I			450000
				May/85	I			365806
	Empire Company Limited Sobeys Stores Limited	SOBEYS STORES LTD CLASS B	B	Apr/85	M	410210		734010
				Apr/85	M I		420210	---
SONOR INVESTMENTS LIMITED	Beatty, David Ross	SONOR INVTS LTD 1ST PFD 9.00%	DS	Jun/85	R		30	782
	Blakely, Christine Louise		B	Jun/85	R		1000	21150
	Broadbent, Judith Anne		B	Jun/85	R		1000	21150
	Gardiner, Michael Ryerson		DSB	Jun/85			1000	8150
STANDARD TRUSTCO LIMITED	Denison Mines Limited Concord Finance Corporation Limited	STANDARD TRUSTCO LTD	B	Apr/84	T I	26064		1235846
				Oct/84	T I	29234		1265080
				Apr/85	T I	29498		1294579
STRAND OIL & GAS LTD.	Jannock Limited	STRAND OIL & GAS LTD PREF A	B	Jun/85		53500		153500
TAMAN RESOURCES LIMITED	Moldaver, Irving	TAMA RES LTD	D	May/85	IR			31500
TENNECO INC.	Blumenthal, W. Michael	TENNECO INC	D	Jun/85	IR			500
	Plastow, David A. S.	SECURITIES	D	Jun/85	IR			---
TERRA MINES LTD.	Kocken, Wilhelmus Inlet Metal	TERRA MINES LTD	D	Feb/85		125000		
				May/85		75000		504229
				Apr/85	I		50000	667917
THOMSON NEWSPAPERS LIMITED	McCabe, St. Clair	THOMPSON NEWSPAPER CLASS A	D	May/85	V	1500		16700
				May/85		10200		
	Tory, John Arnold 37076 Ontario Limited H.E. Bacon Testamentary Trust	THOMSON NEWSPAPERS CLASS B	D	Jun/85	T	141		22155
				Jun/85	T I	388		61832
				Jun 85	I			4500
	Weeks, Paul E.	THOMPSON NEWSPAPER CLASS A	S	Jun/85	V	500		

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
THOMSON NEWSPAPERS LIMITED (Continued)	Weeks, Paul E.	THOMPSON NEWSPAPER CLASS A	S	Jun/85			(500)	250
TOROMONT INDUSTRIES LTD.	GBC Capital Ltd.	TOROMONT INDS LTD	B	May/85			20000	530000
TORONTO SUN PUBLISHING CORPORATION, THE	Jackson, Bruce L.	TORONTO SUN PUBG CORP	S	May/85			(400)	---
TORSTAR CORPORATION	Biagini, John F. Jointly with Wife	TORSTAR CORP CL B	SI	May/85	1	(1000)		1500
	Heisey, William L. 393422 Ontario Limited		D	May/85		(4700)		29400
		TORSTAR CORP 1ST PREF		May/85	1	10000		10000
		TORSTAR CORP PFD A \$2.68		May/85	1	3200		3200
				May/85	1	1500		22688
TRANSALTA UTILITIES CORPORATION	Canadian Utilities Limited In Trust	TRANSALTA UTILS CORP CL A	B	May/85			6191	46 12960476
	Phillips, Ross Ferguson Amended	TRANSALTA UTIL CORP PFD 14.25%	D	Jun/85			1000	---
TRANSCANADA PIPELINES LIMITED	Clarry, John Hamilton Cameron Stock Dividend Plan	TRANSCANADA PPLNS LTD	D	Jan/85 Jan/85	1	(205)		3200 388
TRANSCONTINENTAL RESOURCES LIMITED	Milner, Friederike Renlim Investments Limited	TRANSCONT RES LTD	DI	May/85				88500
				May/85	1	1500		2097527
TRANSPACIFIC RESOURCES INC.	Michael, Clay	TRANS PAC ASBESTOS INC	DS	May/85	X	100000		168464
TRI POWER PETROLEUM CORPORATION	Bonanza Resources Ltd. Bonanza Oil & Gas Ltd.	TRI POWER PETE CORP	DI	Jun/85 Jun/85	1	24500		7271100 17000000
	Gillespie, F.K.Roy		D	Jun/85	IR			90000
TRI-STAR RESOURCES LTD	Copetrex Oil & Gas Co. Ltd. Amended	TRI STAR RES LTD		Apr/85 Apr/85 May/85		975406 10568	6500	1592292
	Nickel, Georg R.		D	May/85	M	5		5
	Ogden, John P.		S	May/85	M	5		5
	Pearson, Robin B.		DS	May/85	M	5		10171
	Philips, Glen A.		DS	May/85	M		99	1001
	Tarney, Linda M.		S	May/85	IR			5
	Tri-Star Resources Ltd			May/85		39800		1662900
TRILON FINANCIAL CORPORATION	Daly, Eric W.	TRILON FINL CORP CL A	S	May/85	IR			10000
	Jeffery, Alexander H. 598340 Ontario Ltd.		D	Jun/85 Jun/85 Jun/85	T T T	3868 88423	(24077)	11604 241193
	Jeffery, Gordon D. 598341 Ontario Ltd		DI	Jun/85	1		24077	241192
	Jeffery, Joseph		D	Jun/85	T	3868		11604

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRILON FINANCIAL CORPORATION (Continued)	Jeffery, Joseph 598342 Ontario Ltd.	TRILON FINL CORP CL A	D	Jun/85 Jun/85	T 1 1	88423	24077	241192
TRIMAC LIMITED	Petersen, Gordon E.	TRIMAC LTD	S	May/85	T	10		538
TURBO RESOURCES LIMITED	Brodie, Robert Gordon	TURBO RESOURCES LTD	D	Feb/85	IR			55000
TWIN BUTTES EXPLORATION INC	Meillon, Jean Jacques	TWIN BUTTES EXPLS INC	DS	May/85		10000		18000
TWIN RICHFIELD OILS LTD.	Duncan, Stewart L.	TWIN RICHFIELD OILS LTD CL A	DS	Jun/85		400		44650
		TWIN RICHFIELD OILS LTD CL B		May/85		4000		38750
ULTRAMAR PLC.	Nunns, Roger W.	ULTRAMAR PLC ORD PAR 25 PENCE	S	May/85			12000	---
	Woodruff, Laurence D.	ULTRAMAR PLC RT	DS	Jun/85		194		11694
UNION CARBIDE CORPORATION	Towe, Rolf H. Child	UNION CARBIDE CORP	S	May/85 May/85	M M 1	25	25	100 ---
UNION ENTERPRISES LTD.	Leech, James William RRSP	UNION ENTERPRISES LTD	D	Jun/85	IR 1			200
UNITED STATES STEEL CORPORATION	LaRoche, William W.	U S STEEL CORP	SI	May/85 May/85		3121	3121	2889
URBAN RESOURCES LIMITED	Rapaich, Nicholas	URBAN RES LTD	D	Jun/85	IR			78000
VANGUARD TRUST OF CANADA LIMITED	Martin, Ross L. R.L.M. Investment Incorporated	VANGUARD TRUST OF CDN LTD	D	May/85 May/85		55000		56361 230008
VEGA GOLD EXPLORATIONS INC.	Archibald, Frederick Thomas	VEGA GOLD EXPLS INC	D	Jun/85			1	---
	Iscove, Gerald		D	Jun/85	IR			1
	Tokarsky, Jr. John V.		S	Jun/85	IR			1
VICTORIA WOOD DEVELOPMENT CORPORATION INC.	Victoria Wood Development Corporation Inc.	VICTORIA WOOD DEVE 11 1/4% DEB		Jun/85 Jun/85	R	\$5494000	\$5494000	---
VOYAGER EXPLORATIONS LIMITED	Paterson, Donald S. Indirect Holdings	VOYAGER EXPLS LTD	D	Jun/85 Jun/85	M M 1	5500	5500	62001 5500
VULCAN INDUSTRIAL PACKAGING LIMITED	Cavan, Albert J. *	VULCAN INDL PACKAGING LTD	DSB	May/85 May/85 May/85		5000		478935 444540 101400
WAJAX LIMITED	337049 Ontario Limited 458941 Ontario Limited Campbell, Ian Brierley Briercon Holdings Limited	WAJAX LTD CL A CONV	DS	May/85	M	288		33401
	Campbell, Ian Brierley	WAJAX LTD CL B CONV	DS	May/85	1			50015
				Mar/85 May/85	T M	288	288	---
WALWYN INC	Allibon, Donald K.	WALWYN INC	DISI	Jun/85			2000	58001
	Dobbs, W. Bruce	WALWYN INC SER B PREF		Jun/85		2000		2000
	Duffy, Richard F.			Jun/85		2000		2000
	Frise, John A.			Jun/85		2000		4000

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WALWYN INC (Continued)	Horn, Philip B.	WALWYN INC SER B PREF	S	Jun/85		2000		2000
	Kingston, Timothy W.		SI	Jun/85		2000		2000
	Knudsen, Brian W.		SI	Jun/85		2000		2000
	Martel, Roger Henri	WALWYN INC SER A PREF	DISI	Jun/85		2000		2000
	Pryce, Brian Howard	WALWYN INC	DISI	May/85		1800		15001
	Schleich, Manfred RSP	WALWYN INC SER B PREF	SI	Jun/85	1	2000		---
	Speck, John R.	WALWYN INC		Jun/85		2464	1600	2000
		WALWYN INC SER B PREF		Jun/85	X	2000		2000
	Atkinson-Barnett, Cynthia	WESTBURNE INTL INDS LTD	D	May/85	IR			299205
	Willms, Arthur H.	WESTCOAST TRANS LTD PFD A	S	Jun/85		100		100
WESTLEY MINES LIMITED	Boden, William J.	SECURITIES	D	Jun/85	IR			---
	Montgomery, Gordon H.	WESTMIN RES LTD	DS	Mar/85	X	17600		14600
				Apr/85		1000	5000	9600
				Apr/85			5600	
				May/85				996
	Stock Purchase Plan in March 1984			Mar/85	1			366787
	Fitzpatrick, David R.	WESTMOUNT RES LTD	DS	May/85		36600		915
	Twaites, Richard Douglas		S	May/85		915		243391
	Scholz, Henry A.	WHARF RES LTD	SI	May/85	IR			12353
	Cohen, Seymour	WITCO CHEM CORP	S	Jun/85	X	1800	955	
WOODWARD'S LIMITED	Hogard Jr., Earl L.		S	Jun/85	X	1368		3950
	Son			Jun/85	G		723	33
	Wife			Jun/85	1		1	1000
	Wife as Custodian			Jun/85	G 1	723		16
	Wishnick, William			Jun/85	1			351782
	Daughter		DS	Jun/85	G	500	2000	6525
	Eli Wishnick			Jun/85	G 1			400
	Foundation, The			Jun/85	G 1	500		8100
	Wife							
	Forbes, William	WOODWARD STORES LTD	S	Jun/85			251	15185
WRIGHT-HARGREAVES MINES LIMITED	Gooderham							
	Allen, John C. L.	WRIGHT HARGREAVES MINES LTD	DI	Apr/85			5	---

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 25, 1985	Joranda Resources Limited	DENOM RESOURCES INC. COMMON SHARES	50,000	1,000,000 share(s)
Jun. 14, 1985	NIM and Company, Limited Partnership - 1985	FLANAGAN MCADAM RESOURCES INC. COMMON SHARES	500,000	305,251 share(s)
Apr. 01, 1985	NIM and Company, Limited Partnership - 1985	GIBRALTAR MINES LIMITED COMMON SHARES	500,000	39,683 share(s)
Jun. 05, 1985	Husky Injection Molding Systems Ltd.	HUSKY INJECTION MOLDING SYSTEMS LTD. - COMMON SHARES	278,564	42,856 share(s)
Oct. 22, 1984	Aitken, Alan	INSTANTEL INC. - COMMON SHARES	10,000	4,000 share(s)
Dec. 14, 1984	Bogert, Anthony	"	50,000	25,000 share(s)
Oct. 29, 1984	Brewer, Orlo	"	4,000	1,600 share(s)
Dec. 14, 1984	Dafina Holdings Limited	"	10,000	4,000 share(s)
Dec. 06, 1984	Dixon, Duane	"	5,000	2,000 share(s)
Oct. 29, 1984	Doyle, Constance	"	1,000	400 share(s)
Nov. 05, 1984	Grunau, Edward	"	50,000	20,000 share(s)
Oct. 10, 1984	Hanton, Richard	"	5,000	2,000 share(s)
Dec. 11, 1984	Isserstead, Robert	"	50,000	20,000 share(s)
Oct. 02, 1984	Lindberg, Garry	"	5,000	2,000 share(s)
Oct. 16, 1984	Mask, Laurie	"	5,000	2,000 share(s)
Oct. 05, 1984	Pakwa Engineering Ltd.	"	5,000	5,000 share(s)
Dec. 10, 1984	Williams, Charles	"	10,000	4,000 share(s)
May. 16, 1985	Arthur Clemiss, 280989 B.C. Ltd., and Leslie MacConnell	INTERNATIONAL CORONA RESOURCES LTD. - COMMON SHARES	4,837,545	537,505 share(s)
"	Royex Gold Mining Corporation	"	"	537,505 "
Jun. 12, 1985	CMP 1985 (Quebec) Mineral Partnership and Company, Limited	KERR ADDISON MINES LIMITED COMMON SHARES	2,500,000	49,383 share(s)
Jun. 14, 1985	CMP 1985 (Quebec) Mineral Partnership and Company, Limited	MUSCOCHO EXPLORATIONS LIMITED COMMON SHARES	2,000,000	317,461 share(s)
"	NIM (Quebec) and Company, Limited Partnership - 1985	"	"	317,461 "
Jun. 12, 1985	Reed Monahan Nicholishen Investment Counsel Inc.	NATIONAL BUSINESS SYSTEMS INC. COMMON SHARES	2,025,000	100,000 share(s)
Jun. 12, 1985	Arthur Clemiss, 280989 B.C. Ltd., and Leslie MacConnell	PEZCORONA GOLD CORPORATION WARRANTS	2,852,685	576,300 Wts

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Jun 06, 1985	Mar. 10, 1983	Trident Resources Inc.	SCINTILORE EXPLORATIONS LIMITED - COMMON SHARES	3,400	4,000 share(s)
Jun 11, 1985	"	"	"	3,400	4,000 "
Jun. 12, 1985	"	"	"	1,700	2,000 "
Jun 14, 1985	"	"	"	219,300	258,000 "

NOTICES OF EXEMPT FINANCINGS

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 11

SELLER	SECURITY	AMOUNT
Estate of Charles R. Scott, The	BROWN-MCDADE RESOURCES LTD. - COMMON SHARES	630,000 share(s)
Scott, Charles R.	"	201,275 "
Faraday Resources Inc.	HYDRA EXPLORATIONS LIMITED - COMMON SHARES	250,000 "
Pasquale Marra Enterprises Inc	MOTHER'S RESTAURANTS LIMITED - COMMON SHARES	5,000 "
Crowborough Investments Limited	SPAR AEROSPACE LIMITED - SUBORDINATE VOTING SHARES	35,680 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

607279 ONTARIO LIMITED *
(OFFEROR)

SILKNIT LIMITED
(OFFEREE)

DALTON (1834) LIMITED *
(OFFEROR)

SCHWARTZ INCORPORATED
(OFFEREE)

INTERNATIONAL ATLANTIS RESOURCES LTD. #
(OFFEROR)

ATLANTIS JOINT VENTURE NO. 1
ATLANTIS JOINT VENTURE NO. 2
ATLANTIS JOINT VENTURE NO. 3
ATLANTIS JOINT VENTURE NO. 4
ATLANTIS JOINT VENTURE NO. 5
(OFFEREES)

IVACO INC. #
(OFFEROR)

THE AHL GROUP LIMITED
(OFFEREE)

SELKIRK COMMUNICATIONS LIMITED *
(OFFEROR)

STANDARD BROADCASTING CORPORATION LIMITED
(OFFEREE)

NOTICE OF VARIATION

SLAIGHT BROADCASTING INC.
(OFFEROR)

STANDARD BROADCASTING CORPORATION LIMITED
(OFFEREE)

* Cash Offer
Share Exchange

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
190 LEES AVENUE LIMITED PARTNERSHIP	SHRHLDRS. MTNG. MAT.
ABERFORD RESOURCES LTD.	T.S.E. MATERIAL
ABERFORD RESOURCES LTD.	T.S.E. MATERIAL
ACCUGRAPH CORPORATION	PRIVATE PLACEMENTS
ADELINA RESOURCES LTD.	IFS 6 MN MR 31 85
AGASSIZ RESOURCES LTD.	PRESS RELEASE
AGF MANAGEMENT LIMITED	PRESS RELEASE
AGRA INDUSTRIES LIMITED	IFS 9 MN AP 30 85
AGRA INDUSTRIES LIMITED	PRESS RELEASE
AGRA INDUSTRIES LIMITED	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	T.S.E. MATERIAL
ALBERTA ENERGY COMPANY LTD.	T.S.E. MATERIAL
ALBERTA ENERGY COMPANY LTD.	T.S.E. MATERIAL
ALTAMIRA COMMUNICATIONS INC.	TAKEOVER/FORM 35
ALTON CORPORATION, THE	IFS 3 MN MR 31 85
ALTON CORPORATION, THE	CERTIF. OF MAILING
ALUMINUM COMPANY OF CANADA LTD.	IFS 3 MN MR 31 85
AMAX INC.	IFS 3 MN MR 31 85
AMCA INTERNATIONAL LIMITED	IFS 3 MN MR 31 85
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AME LIMITED	IFS 9 MN SE 30 84
AMERICAN CHROMIUM LIMITED	IFS 9 MN MR 31 85
AMERICAN EXPRESS COMPANY	CERTIFICATE OF INCOR
AMERICAN EXPRESS COMPANY	PRESS RELEASE
AMERICAN QUASAR PETROLEUM CO.	FORM 10K
AMERICAN QUASAR PETROLEUM CO.	10Q 3 MN MR 31 85
AMERICAN QUASAR PETROLEUM CO.	RULING/ORDER/REASONS
AMERICAN TELEPHONE AND TELEGRAPH COMPANY	FORM 8-K
AMHERST INDUSTRIES INC.	IFS 3 MN MR 31 85
AMHERST INDUSTRIES INC.	CERTIF. OF MAILING
AMOCO CANADA PETROLEUM COMPANY LTD.	AUD. ANN. FIN. STMT.
AMOCO CANADA PETROLEUM COMPANY LTD.	IFS 3 MN MR 31 84
AMOCO CANADA PETROLEUM COMPANY LTD.	IFS 6 MN JN 30 84
AMOCO CANADA PETROLEUM COMPANY LTD.	IFS 9 MN SE 30 84
AMOCO CANADA PETROLEUM COMPANY LTD.	IFS 3 MN MR 31 85
ANDRES WINES LTD.	PRESS RELEASE
ANDROCK INC.	CERTIF. OF MAILING
ANDROCK INC.	T.S.E. MATERIAL
ANGLO ENERGY LIMITED	10Q 6 MN MR 31 85
ANYOX METALS LIMITED	SHRHLDRS. MTNG. MAT.
ARBOR CAPITAL RESOURCES INC.	IFS 6 MN AP 30 85
ARBOR CAPITAL RESOURCES INC.	CERTIF. OF MAILING
ARGCEN HOLDINGS INC.	CERTIF. OF MAILING
ARGCEN HOLDINGS INC.	T.S.E. MATERIAL
ARGOSY MINING CORPORATION LIMITED	RULING/ORDER/REASONS
ASAMERA INC.	PRESS RELEASE
ASAMERA INC.	PRESS RELEASE

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
ASBESTOS CORPORATION LIMITED	IFS 3 MN MR 30 85
ATCO LTD.	PRESS RELEASE
ATCO LTD.	DIVIDEND NOTICE
ATLAS YELLOWKNIFE RESOURCES LIMITED	IFS 6 MN MR 31 85
AUGDOME CORPORATION LIMITED	APPLICATION
AUR RESOURCES INC.	IFS 6 MN MR 31 85
AVCO FINANCIAL SERVICES CANADA LIMITED	APPLICATION
AVINDA VIDEO INCORPORATED	T.S.E. MATERIAL
AVITAS CORPORATION	PRELIM. PROSPECTUS
B.T. SPECIAL EQUITY FUND	PRIVATE PLACEMENTS
B.Y.G. NATURAL RESOURCES INC.	FORM 27-MAT. CHANGE
BANK OF ALBERTA	IFS 6 MN AP 30 85
BANK OF ALBERTA	CERTIF. OF MAILING
BANK OF MONTREAL	IFS 3 MN AP 30 85
BANK OF MONTREAL LEASING CORPORATION	IFS 6 MN AP 30 85
BANK OF MONTREAL MORTGAGE CORPORATION	PRIVATE PLACEMENTS
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BARRICK RESOURCES CORPORATION	PRESS RELEASE
BARRICK-CULLATON GOLD TRUST, THE	PRESS RELEASE
BAXTER TECHNOLOGIES CORPORATION	PRESS RELEASE
BAY MILLS LIMITED	IFS 9 MN AP 30 85
BAY MILLS LIMITED	PRESS RELEASE
BAY TERRACE PARTNERSHIP	SHRHLDRS. MTNG. MAT.
BBC-RI SERVICES LTD.	AUD. ANN. FIN. STMT.
BBC-RI SERVICES LTD.	FORM 29 OR ACFC
BC RAIL LTD.	SHRHLDRS. MTNG. MAT.
BEARCAT EXPLORATIONS LTD.	TAKEOVER/FORM 35
BEARCAT EXPLORATIONS LTD.	PRESS RELEASE
BEAU CANADA EXPLORATION LTD.	PRESS RELEASE
BEAVER ENERGY RESOURCES INC.	FORM 27-MAT. CHANGE
BEAVER ENERGY RESOURCES INC.	PRIVATE PLACEMENTS
BEAVER ENERGY RESOURCES INC.	CHANGE OF ADDRESS
BELL CANADA	PRESS RELEASE
BELL CANADA ENTERPRISES INC.	COMMON SHARES ISSUED
BELL CANADA ENTERPRISES INC.	PRESS RELEASE
BELL CANADA ENTERPRISES INC.	PRESS RELEASE
BELMORAL MINES LTD.	CERTIF. OF MAILING
BELORE MINES LIMITED	SHRHLDRS. MTNG. MAT.
BGR PRECIOUS METALS INC.	IFS 3 MN AP 30 85
BIG LONG LAC GOLD MINING COMPANY LIMITED	MANAGEMENT INCENTIVE
BINARY TECHNOLOGY FUNDING INC.	RULING/ORDER/REASONS
BLACK RIVER RESOURCES INC.	IFS 3 MN FE 28 85
BLACKDOME EXPLORATION LTD.	T.S.E. MATERIAL
BLAKE RESOURCES LTD.	RULING/ORDER/REASONS
BOCHAWNA COPPER MINES LIMITED	CERTIF. OF MAILING

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
BOMBARDIER INC.	PRESS RELEASE
BOMBARDIER INC.	PROSPECTUS
BORDER CHEMICAL COMPANY LIMITED	LET. TO SHAREHOLDERS
BORDER CHEMICAL COMPANY LIMITED	TAKEOVER/FORM 35
BOREALIS EXPLORATION LIMITED	PRESS RELEASE
BOREALIS EXPLORATION LIMITED	LET. TO SHAREHOLDERS
BP CANADA INC.	PRESS RELEASE
BRALORNE RESOURCES LIMITED	PRESS RELEASE
BRALORNE RESOURCES LIMITED	PRESS RELEASE
BRAMALEA LIMITED	FORM 27-MAT. CHANGE
BRAMALEA LIMITED	PRESS RELEASE
BRAMALEA LIMITED	T.S.E. MATERIAL
BRANBURY EXPLORATIONS LIMITED	INTERIM FINANCIAL ST
BRANDI-RIDGE RESOURCES LTD.	CERTIF. OF MAILING
BRENDA MINES LIMITED	CERTIF. OF MAILING
BRENT GARDENS PARTNERSHIP	SHAREHOLDER APPROVAL
BRINCO LIMITED	T.S.E. MATERIAL
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	PRESS RELEASE
BRITISH PETROLEUM COMPANY P.L.C.	IFS 3 MN MR 31 85
BRITISH PETROLEUM COMPANY P.L.C.	PRESS RELEASE
BRITISH PETROLEUM COMPANY P.L.C.	NOTIFICATION OF INTE
BRITISH SILBAK PREMIER MINES LIMITED	SHRHLDRS. MTNG. MAT.
BRITISH SILBAK PREMIER MINES LIMITED	SHRHLDRS. MTNG. MAT.
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	TAKEOVER/FORM 35
BROOKE BOND INC.	IFS 9 MN MR 30 85
C-I-L INC.	T.S.E. MATERIAL
C-I-L INC.	TAKEOVER/FORM 35
CABOT TRUST COMPANY	CERTIF. OF MAILING
CABOT TRUST COMPANY	CHANGE OF ADDRESS
CABRE EXPLORATION LTD.	PRESS RELEASE
CAE INDUSTRIES LTD.	PRESS RELEASE
CALAIS RESOURCES LTD.	IFS 3 MN MR 31 85
CALGROUP GRAPHICS CORPORATION LTD.	IFS 3 MN MR 31 85
CALVERT GAS & OILS LIMITED	SHRHLDRS. MTNG. MAT.
CAMBRIDGE SHOPPING CENTRES LIMITED	SHRHLDRS. MTNG. MAT.
CAMBRIDGE SQUARE NORTH	SIGNED AUDITED FINAN
CAMBRIDGE SQUARE NORTH	CHANGE OF ADDRESS
CAMBRIDGE VENTURE LTD.	IFS 9 MN AP 30 85
CAMEL OIL & GAS LTD.	IFS 3 MN MR 31 85
CAMEL OIL & GAS LTD.	PRESS RELEASE
CAMEL OIL & GAS LTD.	T.S.E. MATERIAL
CAMPBELL RESOURCES INC.	FORM 27-MAT. CHANGE
CAMPBELL RESOURCES INC.	FORM 27-MAT. CHANGE

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ISSUER	TITLE
CAMPEAU CORPORATION	PRELIM. PROSPECTUS
CAMRECO INC.	CHANGE DIRECTORS
CANADA CEMENT LAFARGE LTD.	CONVERSION OF PREFER
CANADA DEVELOPMENT CORPORATION	IFS 3 MN MR 31 85
CANADA GEOTHERMAL OIL LIMITED	APPLICATION
CANADA PERMANENT INCOME INVESTMENTS	DIVIDEND RE-INVESTME
CANADA SYSTEMS GROUP LIMITED	IFS 3 MN MR 31 85
CANADA TRUSTCO MORTGAGE COMPANY	IFS 5 MN MY 31 85
CANADA TRUSTCO MORTGAGE COMPANY	REMARKS BY PRESIDENT
CANADIAN COMMERCIAL BANK	IFS 6 MN AP 30 85
CANADIAN COMMERCIAL BANK	PRESS RELEASE
CANADIAN COMMERCIAL BANK	FORM 27-MAT. CHANGE
CANADIAN CURTISS-WRIGHT LIMITED	LETTER OF TRANSMITTA
CANADIAN GENERAL INVESTMENTS LIMITED	T.S.E. MATERIAL
CANADIAN LENCOURT MINES LIMITED	AUD. ANN. FIN. STMT.
CANADIAN NATURAL RESOURCES LIMITED	IFS 3 MN MR 31 85
CANADIAN NATURAL RESOURCES LIMITED	CERTIF. OF MAILING
CANADIAN NATURAL RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
CANADIAN PACIFIC ENTERPRISES LIMITED	PRESS RELEASE
CANADIAN TIRE CORPORATION LIMITED	FORM 27-MAT. CHANGE
CANADIAN TIRE CORPORATION LIMITED	EXEMPT FIN. NOTICE
CANADIAN TIRE CORPORATION LIMITED	EXEMPT FIN. NOTICE
CANADIAN WORLDWIDE ENERGY LIMITED	PRESS RELEASE
CANADIAN WORLDWIDE ENERGY LIMITED	PRESS RELEASE
CANADIAN WORLDWIDE ENERGY LIMITED	DIVIDEND NOTICE
CANAMAX RESOURCES INC.	PRESS RELEASE
CANAMAX RESOURCES INC.	PRESS RELEASE
CANREOS MINERALS (1980) LIMITED	AUD. ANN. FIN. STMT.
CANREOS MINERALS (1980) LIMITED	CERTIF. OF MAILING
CANTEL INC.	PRESS RELEASE
CANTERRA ENERGY LTD.	PRESS RELEASE
CANUC RESOURCES INC.	SHRHLDRS. MTNG. MAT.
CANUC RESOURCES INC.	CERTIF. OF MAILING
CANUC RESOURCES INC.	APPLICATION
CANUC RESOURCES INC.	EXEMPT FIN. NOTICE
CAPTAIN CONSOLIDATED RESOURCES LTD.	RULING/ORDER/REASONS
CAPTAIN CONSOLIDATED RESOURCES LTD.	PRESS RELEASE
CARENA-BANCORP HOLDINGS INC.	NAME CHANGE
CARLING O'KEEFE LIMITED	ANNUAL REPORT
CARLING O'KEEFE LIMITED	SHRHLDRS. MTNG. MAT.
CARLING O'KEEFE LIMITED	CERTIF. OF MAILING
CARMA LTD.	PRESS RELEASE
CARMA LTD.	PRESS RELEASE
CAROLIN MINES LTD.	T.S.E. MATERIAL
CARTIER RESOURCES INC.	IFS 3 MN MR 31 85
CARTIER RESOURCES INC.	SHRHLDRS. MTNG. MAT.
CARUSCAN CORPORATION	IFS 3 MN MR 31 85
CCL INDUSTRIES INC.	EXEMPT FIN. NOTICE

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ISSUER	TITLE
CCL INDUSTRIES INC.	STOCK OPTIONS EXERCISE
CCL INDUSTRIES INC.	NON-VOTING SHARES IS
CEDAR RIDGE APARTMENT PROJECT	IFS 3 MN MR 31 85
CENTENNIAL MINERALS LTD.	SHRHLDRS. MTNG. MAT.
CHANCE MINING AND EXPLORATION COMPANY	PRIVATE PLACEMENTS
CHANCELLOR ENERGY RESOURCES INC.	IFS 3 MN MR 31 85
CHAPEL BAY EXPLORATIONS INC.	AUD. ANN. FIN. STMT.
CHAPEL BAY EXPLORATIONS INC.	IFS 3 MN AP 30 85
CHARTER OIL COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
CHATEAU STORES OF CANADA LTD.	AUD. ANN. FIN. STMT.
CHATHAM HOUSE APARTMENTS LIMITED	SIGNED AUDITED ANNUAL
CHAUVCO RESOURCES LTD.	CHANGE DIRECTORS
CHAVIN OF CANADA LIMITED	ANNUAL REPORT
CHAVIN OF CANADA LIMITED	IFS 3 MN MR 31 85
CHAVIN OF CANADA LIMITED	SHRHLDRS. MTNG. MAT.
CHOICELAND IRON MINES LIMITED	RULING/ORDER/REASONS
CHRYSLER CREDIT CANADA LTD.	PRIVATE PLACEMENTS
CHUKUNI GOLD MINES LIMITED	RULING/ORDER/REASONS
CIMARRON PETROLEUM LIMITED	PRESS RELEASE
CITADEL GOLD MINES INC.	CERTIF. OF MAILING
COASTAL INTERNATIONAL LTD.	IFS 6 MN AP 30 85
COASTAL INTERNATIONAL LTD.	PRESS RELEASE
COASTAL INTERNATIONAL LTD.	PRESS RELEASE
COHO RESOURCES LIMITED	PRESS RELEASE
COLUMBIAN NORTHLAND EXPLORATION LTD.	10Q 9 MN AP 30 85
COMINCO LTD.	PRESS RELEASE
COMMERCE - UD INC.	IFS 6 MN AP 30 85
COMMERCIAL FINANCIAL CORPORATION LIMITED	SHRHLDRS. MTNG. MAT.
COMMERCIAL FINANCIAL CORPORATION LIMITED	CERTIF. OF MAILING
COMSTATE RESOURCES LTD.	CHANGE OF AUDITORS
COMSTOCK KENO MINES LTD.	AUD. ANN. FIN. STMT.
COMSTOCK KENO MINES LTD.	IFS 3 MN MR 31 85
COMSTOCK KENO MINES LTD.	SHRHLDRS. MTNG. MAT.
COMSTOCK KENO MINES LTD.	CERTIF. OF MAILING
COMTECH GROUP INTERNATIONAL LIMITED	T.S.E. MATERIAL
COMTERM INC.	ANNUAL REPORT
COMTERM INC.	IFS 3 MN AP 30 85
COMTERM INC.	PRESS RELEASE
COMTERM INC.	PRESS RELEASE
COMTERM INC.	SHRHLDRS. MTNG. MAT.
CONCOPPER PHOSPHATE INC.	MANAGEMENT INCENTIVE
CONDOR CERAMIC MINERALS LIMITED	AUD. ANN. FIN. STMT.
CONESTOGA BRIDGE CAPITAL CORP.	PRIVATE PLACEMENTS
CONIAGAS MINES LIMITED, THE	REMARKS OF DAVID H.M
CONSOLIDATED ASCOT PETROLEUM CORPORATION	IFS 3 MN MR 31 85
CONSOLIDATED ASCOT PETROLEUM CORPORATION	SHRHLDRS. MTNG. MAT.
CONSOLIDATED ASCOT PETROLEUM CORPORATION	CERTIF. OF MAILING
CONSOLIDATED BRANLY RESOURCES INC.	IFS 3 MN MR 31 85

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ISSUER	TITLE
CONSOLIDATED IMPERIAL RESOURCES ENERGY	IFS 9 MN MR 31 85
CONSOLIDATED IMPERIAL RESOURCES ENERGY	PRESS RELEASE
CONSOLIDATED MONTCLERG MINES LIMITED	ANNUAL REPORT
CONSOLIDATED MONTCLERG MINES LIMITED	IFS 3 MN MR 31 85
CONSOLIDATED MONTCLERG MINES LIMITED	SHRHLDRS. MTNG. MAT.
CONSUMERS DISTRIBUTING COMPANY LIMITED	PRESS RELEASE
CONSUMERS DISTRIBUTING COMPANY LIMITED	PRESS RELEASE
CONSUMERS' GAS COMPANY LTD., THE	PRESS RELEASE
CONSUMERS' GAS COMPANY LTD., THE	PRESS RELEASE
CONSUMERS' GAS COMPANY LTD., THE	PRELIM. PROSPECTUS
CONSUMERS' GAS COMPANY LTD., THE	PROSPECTUS
CONTINENTAL BANK OF CANADA	CERTIF. OF MAILING
CONTINENTAL COPPER MINES, LIMITED	ANNUAL REPORT
CONTINENTAL COPPER MINES, LIMITED	SHRHLDRS. MTNG. MAT.
CONTRANS CORP.	T.S.E. MATERIAL
CONVENTURES LIMITED	PRESS RELEASE
CONWEST EXPLORATION COMPANY LIMITED	T.S.E. MATERIAL
COPCONDA-YORK RESOURCES INC.	IFS 9 MN MR 31 85
CROWN FOREST INDUSTRIES LIMITED	IFS 3 MN MR 31 85
CST FOUNDATION	IFS 6 MN AP 30 85
CST FOUNDATION	MINUTES OF THE ANNUA
CTG, INC.	TAKEOVER/FORM 35
CULLATON LAKE GOLD MINES LTD.	IFS 6 MN MR 31 85
D'OR VAL MINES LTD.	PRESS RELEASE
DALE-ROSS HOLDINGS LTD.	IFS 3 MN MR 31 85
DALMYS (CANADA) LIMITED	DIVIDEND NOTICE
DAON CENTRE LIMITED PARTNERSHIP	IFS 9 MN MR 31 85
DAON DEVELOPMENT CORPORATION	PRESS RELEASE
DAON DEVELOPMENT CORPORATION	PRESS RELEASE
DAON DEVELOPMENT CORPORATION	PRESS RELEASE
DARIEN ENERGY LTD.	IFS 3 MN MR 31 85
DART & KRAFT INC.	IFS 3 MN MR 31 85
DAVIDSON TISDALE MINES LIMITED	CHANGE OF ADDRESS
DEER CREEK RESOURCES LIMITED	AUD. ANN. FIN. STMT.
DEER CREEK RESOURCES LIMITED	FORM 28-ANN. FILING
DEJOUR MINES LIMITED	APPLICATION
DEJOUR MINES LIMITED	RULING/ORDER/REASONS
DELTA BENCO INC.	APPLICATION
DELTA BENCO INC.	RULING/ORDER/REASONS
DEVONSHIRE GOLD RESOURCES INC.	AUD. ANN. FIN. STMT.
DEVONSHIRE GOLD RESOURCES INC.	IFS 3 MN AP 30 85
DEVONSHIRE GOLD RESOURCES INC.	SHRHLDRS. MTNG. MAT.
DEVONSHIRE GOLD RESOURCES INC.	CERTIF. OF MAILING
DEVTEK CORPORATION	PRIVATE PLACEMENTS
DEXLEIGH CORPORATION	IFS 40 WK AP 7 85
DIAMOND RIDGE	SIGNED AUDITED FINAN
DOVE CANADA LIMITED	PRESS RELEASE
DOVE CANADA LIMITED	T.S.E. MATERIAL

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DOMINE MINES LIMITED	T.S.E. MATERIAL
DOMINE MINES LIMITED	T.S.E. MATERIAL
DOMINION & ANGLO INVESTMENT CORPORATION	SHRHLDRS. MTNG. MAT.
DOMINION STORES LIMITED	AUD. ANN. FIN. STMT.
DOMINION STORES LIMITED	IFS 13 WK MR 30 85
DOMINION TEXTILE INC.	T.S.E. MATERIAL
DOMTAR INC.	PRESS RELEASE
DORSET RESOURCES LTD.	PRESS RELEASE
DORSET RESOURCES LTD.	T.S.E. MATERIAL
DOVERTON OILS LTD.	IFS 3 MN MR 31 85
DOVERTON OILS LTD.	CHANGE DIRECTORS
DRUMMOND PETROLEUM LTD.	CERTIF. OF MAILING
DU PONT CANADA INC.	PRESS RELEASE
DU PONT CANADA INC.	PRESS RELEASE
DUNFRAZIER GOLD EXPLORATIONS	PRELIM. PROSPECTUS
DUNRAINE MINES LTD.	ANNUAL REPORT
DUNRAINE MINES LTD.	IFS 3 MN MR 31 85
DUNRAINE MINES LTD.	SHRHLDRS. MTNG. MAT.
DYLEX LIMITED	INTERIM FINANCIAL ST
DYNAMAR ENERGY LIMITED	CERTIF. OF MAILING
DYNAMIC AMERICAN FUND	PROSPECTUS
DYNAMIC AMERICAN FUND	APPENDICES TO PRO.
DYNAMIC FUND OF CANADA LTD.	PROSPECTUS
DYNAMIC FUND OF CANADA LTD.	APPENDICES TO PRO.
DYNAMIC INCOME FUND	PROSPECTUS
DYNAMIC INCOME FUND	APPENDICES TO PRO.
DYNAMIC PROSPECTOR FUND	PROSPECTUS
DYNAMIC PROSPECTOR FUND	APPENDICES TO PRO.
DYNAMIC SAVINGS FUND	PROSPECTUS
DYNAMIC SAVINGS FUND	APPENDICES TO PRO.
DYNAMIC-GUARDIAN GOLD FUND	PROSPECTUS
DYNAMIC-GUARDIAN GOLD FUND	APPENDICES TO PRO.
DYNEX PETROLEUM LTD.	IFS 3 MN MR 31 85
DYNEX PETROLEUM LTD.	PRESS RELEASE
E-L FINANCIAL CORPORATION LIMITED	PREFERRED SHARE CONV
ECHO BAY MINES LTD.	T.S.E. MATERIAL
ECHO BAY MINES LTD.	PRELIM. PROSPECTUS
ECHO BAY MINES LTD.	PROSPECTUS
ECONOMIC INVESTMENT TRUST LIMITED	OUTSTANDING COMMON S
EDDA RESOURCES INC.	PRESS RELEASE
EDDA RESOURCES INC.	PRESS RELEASE
EDEN ROC MINERAL CORPORATION	PRESS RELEASE
EDEN ROC MINERAL CORPORATION	PRESS RELEASE
EGO RESOURCES LIMITED	IFS 3 MN MR 31 85
ELKS INC.	IFS 13 WK AP 27 85
ELMWOOD RESOURCES LTD.	CERTIF. OF MAILING
EMERALD PLACE I	SIGNED, AUDITED ANNU
ENERGY & PRECIOUS METALS INC.	IFS 3 MN MR 31 85

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EPITEK INTERNATIONAL INC.	IFS 6 MN AP 30 85
EQUITABLE MINES LIMITED	AUD. ANN. FIN. STMT.
EQUITY SILVER MINES LIMITED	PRESS RELEASE
ERAMOSA TECHNOLOGY CORPORATION	CERTIF. OF MAILING
ERICKSON GOLD MINES LTD.	ANNUAL REPORT
ERICKSON GOLD MINES LTD.	IFS 3 MN MR 31 85
ERICKSON GOLD MINES LTD.	SHRHLDRS. MTNG. MAT.
ERICKSON GOLD MINES LTD.	PRESS RELEASE
ERICKSON GOLD MINES LTD.	T.S.E. MATERIAL
ERRINGTON GOLD EXPLORATION LTD.	NAME CHANGE
ERRINGTON GOLD EXPLORATION LTD.	NAME CHANGE
EVERGREEN INTERNATIONAL CORP.	CERTIF. OF MAILING
FINANCIAL TRUSTCO CAPITAL LTD.	FORM 27-MAT. CHANGE
FIRST MORTGAGE INVESTMENT CORPORATION OF	PRIVATE PLACEMENTS
FIRST UNITED CAPITAL INC.	TRANSFER AGENT CANCE
FORD CREDIT CANADA LIMITED	10Q 3 MN MR 31 85
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FRODAC CONSOLIDATED ENERGY RESOURCES	RULING/ORDER/REASONS
FUTUREFUND SHARES INC.	AUD. ANN. FIN. STMT.
G.T.C. TRANSCONTINENTAL GROUP LTD.	IFS 6 MN AP 30 85
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GALACTIC RESOURCES LTD.	T.S.E. MATERIAL
GARRISON GOLD INC.	PRESS RELEASE
GAZ METROPOLITAIN, INC.	PRESS RELEASE
GEDDES RESOURCES LIMITED	PRESIDENT'S ADDRESS
GEMINI FOOD CORPORATION	PRIVATE PLACEMENTS
GENERAL ALLIED OIL & GAS CO.	RULING/ORDER/REASONS
GENERAL HYDROCARBONS LIMITED	SHRHLDRS. MTNG. MAT.
GENERAL MOTORS CORPORATION	FORM 8-K
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GOLDEN RANGE RESOURCES INC.	PRIVATE PLACEMENTS
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GORDEX MINERALS LIMITED	AUD. ANN. FIN. STMT.
GOWEST AMALGAMATED RESOURCES LTD.	IFS 6 MN AP 30 85
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GRANGES EXPLORATION LTD.	PRESS RELEASE
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GRASSET LAKE MINES LIMITED	RULING/ORDER/REASONS
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GREYHOUND COMPUTER OF CANADA LTD.	PRIVATE PLACEMENTS
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GUARDIAN CANADIAN FUND	APPENDICES TO PRO.
GUARDIAN ENTERPRISE FUND	PROSPECTUS
GUARDIAN ENTERPRISE FUND	APPENDICES TO PRO.
GUARDIAN GROWTH FUND LIMITED	PROSPECTUS
GUARDIAN GROWTH FUND LIMITED	APPENDICES TO PRO.
GUARDIAN NORTH AMERICAN FUND	PROSPECTUS
GUARDIAN NORTH AMERICAN FUND	APPENDICES TO PRO.
GUARDIAN SHORT TERM MONEY FUND	PROSPECTUS
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HUDSON BAY MINING AND SMELTING CO.,	FORM 28-ANN. FILING
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HUMBERSIDE APARTMENTS SOUTH	AUD. ANN. FIN. STMT.
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HUTTON COMMODITY RESERVE FUND LTD.	SHRHLDRS. MTNG. MAT.
ICOR OIL & GAS COMPANY LTD.	ANNUAL REPORT
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JANNOCK LIMITED	PRESS RELEASE
JASCAN RESOURCES INC.	PRIVATE PLACEMENTS
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JOHN LABATT LIMITED	PARTICIPANTS IN STOC
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K-TEL INTERNATIONAL, INC.	10Q 3 MN MR 31 85
KANAMERA OIL & GAS PROGRAM	CERTIFIED FINANCIAL
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KAPUSKASING RESOURCES LTD.	CHANGE OF AUDITORS
KCP RESOURCES INC.	CERTIF. OF MAILING
KEG RESTAURANTS LTD.	IFS 3 MN MR 31 85
KING STREET HAMILTON HOTEL LIMITED	AUD. ANN. FIN. STMT.
KINTU URANIUM MINES LTD.	AUD. ANN. FIN. STMT.
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LAC MINERALS LTD.	PRESS RELEASE
LAIDLAW TRANSPORTATION LIMITED	T.S.E. MATERIAL
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LANPAR TECHNOLOGIES INC.	IFS 3 MN AP 30 85
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LAUNAY RESOURCES INC.	FORM 27-MAT. CHANGE
LAURASIA RESOURCES LIMITED	T.S.E. MATERIAL
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LAVA CAP RESOURCES LTD.	IFS 3 MN MR 31 85
LAVA CAP RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
LEVY INDUSTRIES LIMITED	AUD. ANN. FIN. STMT.
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LFP HOLDINGS INC.	APPLICATION
LIBERIAN IRON ORE LIMITED	PRESS RELEASE
LOBO GOLD & RESOURCES INC.	AUD. ANN. FIN. STMT.
LOBO GOLD & RESOURCES INC.	IFS 3 MN AP 30 85
LOBO GOLD & RESOURCES INC.	SHRHLDRS. MTNG. MAT.
LOCHIEL EXPLORATION LTD.	ANNUAL REPORT
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LONVEST CORPORATION	PRESS RELEASE
LONVEST CORPORATION	PROSPECTUS
LOUISBURG PROPERTY HOLDINGS LIMITED	RULING/ORDER/REASONS
MACKENZIE FINANCIAL CORPORATION	PRESS RELEASE
MACQUEST RESOURCES LTD.	T.S.E. MATERIAL
MADISON OIL & GAS LIMITED	IFS 3 MN MR 31 85
MAGNA INTERNATIONAL INC.	IFS 9 MN AP 30 85
MAGNA INTERNATIONAL INC.	PRIVATE PLACEMENTS
MAGNA INTERNATIONAL INC.	T.S.E. MATERIAL
MANBAR EXPLORATIONS LIMITED	ANNUAL REPORT
MANBAR EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.

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MARKEL FINANCIAL HOLDINGS LIMITED	CERTIF. OF MAILING
MARSHALL DRUMMOND MCCALL INC.	PRESS RELEASE
MASSEY-FERGUSON LIMITED	IFS 3 MN AP 30 85
MASTER RESOURCES & DEVELOPMENTS LIMITED	IFS 3 MN MR 31 85
MASTER RESOURCES & DEVELOPMENTS LIMITED	PRESS RELEASE
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MEXICAN LIGHT & POWER COMPANY, LIMITED	AUD. ANN. FIN. STMT.
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MIRTONE INTERNATIONAL INC.	PRELIM. PROSPECTUS
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MUNICIPAL FINANCIAL CORPORATION	IFS 6 MN AP 30 85
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NABU NETWORK CORPORATION	RULING/ORDER/REASONS
NANECO RESOURCES LTD.	AUD. ANN. FIN. STMT.
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NBS CAPITAL CORP.	PRELIM. PROSPECTUS

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SEAWAY MULTI-CORP. LIMITED	AUD. ANN. FIN. STMT.
SEAWAY MULTI-CORP. LIMITED	PRESS RELEASE
SECO-CEMP LIMITED	SIGNED ANNUAL FINANC
SECO-CEMP LIMITED	IFS 3 MN AP 30 85
SED SYSTEMS INC.	IFS 6 MN AP 30 85
SELKIRK COMMUNICATIONS LIMITED	PRESS RELEASE
SELKIRK COMMUNICATIONS LIMITED	CLASS "A" SHARES
SELKIRK COMMUNICATIONS LIMITED	APPLICATION
SELKIRK COMMUNICATIONS LIMITED	PRESS RELEASE
SENLAC RESOURCES INC.	PRESS RELEASE
SHAWNEE PETROLEUMS LIMITED	CERTIF. OF MAILING
SHAWNESSY (THE)	RULING/ORDER/REASONS
SHEROBEE WEST NO. 2 LIMITED PARTNERSHIP	RULING/ORDER/REASONS

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ISSUER	TITLE
SHEROBEE WEST NO. 2 LIMITED PARTNERSHIP	APPLICATION
SIGMA MINES (QUEBEC) LIMITED	PRIVATE PLACEMENTS
SILVER EUREKA CORPORATION	AUD. ANN. FIN. STMT.
SILVERMAQUE MINING LIMITED	CERTIF. OF MAILING
SLAIGHT BROADCASTING INC.	PRESS RELEASE
SLAIGHT BROADCASTING INC.	TAKEOVER/FORM 35
SLAIGHT BROADCASTING INC.	TAKEOVER/FORM 35
SLOCAN-RAMBLER MINES (1947) LIMITED	IFS 3 MN MR 31 85
SLOCAN-RAMBLER MINES (1947) LIMITED	NEW ADDRESS
SPINNAKER RECREATIONAL DEVELOPMENT	PRESS RELEASE
SPINNAKER RECREATIONAL DEVELOPMENT	APPLICATION
SPRING FEVER (FORMERLY SNEAKERS)	RULING/ORDER/REASONS
SPRINGLAKE RESOURCES LTD.	IFS 9 MN MR 31 85
ST. LAWRENCE CEMENT INC.	PRESS RELEASE
ST. LAWRENCE CEMENT INC.	PRESS RELEASE
STANDARD BROADCASTING CORPORATION	PRESS RELEASE
STANDARD BROADCASTING CORPORATION	APPLICATION
STANDARD BROADCASTING CORPORATION	APPLICATION
STANDARD BROADCASTING CORPORATION	TAKEOVER/FORM 35
STANDARD BROADCASTING CORPORATION	TAKEOVER/FORM 35
STANDARD TRUSTCO LIMITED	IFS 3 MN MR 31 85
STEETLEY INDUSTRIES LIMITED	RULING/ORDER/REASONS
STEETLEY INDUSTRIES LIMITED	APPLICATION
STEINBERG INC.	PRESS RELEASE
STRATHCONA RESOURCE INDUSTRIES LTD.	PRIVATE PLACEMENTS
STRATHCONA RESOURCE INDUSTRIES LTD.	PRESS RELEASE
SWEETWATER PARTNERSHIP	PRIVATE PLACEMENTS
T.T.L. MINERALS LIMITED	APPLICATION
TANGLEWOOD CONSOLIDATED RESOURCES INC.	PRESS RELEASE
TANGLEWOOD CONSOLIDATED RESOURCES INC.	T.S.E. MATERIAL
TARA EXPLORATION AND DEVELOPMENT COMPANY	DIVIDEND NOTICE
TEESHIN RESOURCES LTD.	IFS 6 MN MR 31 85
TEESHIN RESOURCES LTD.	CERTIF. OF MAILING
TEESHIN RESOURCES LTD.	CORPORATE UPDATE
TERRA MINES LTD.	CHANGE DIRECTORS
TEX-SOL EXPLORATIONS LIMITED	APPLICATION
TEXACO INC.	IFS 3 MN MR 31 85
TEXACO INC.	REPORT OF ANNUAL MEE
THUNDERHEAD GOLD MINES LIMITED	AUD. ANN. FIN. STMT.
THUNDERHEAD GOLD MINES LIMITED	IFS 3 MN MR 31 85
TIBURON PETROLEUM CORPORATION	IFS 6 MN MR 31 85
TIE/TELECOMMUNICATIONS CANADA LIMITED	PRESS RELEASE
TIMKEN COMPANY	FORM 10K
TIMKEN COMPANY	SHRHLDRS. MTNG. MAT.
TIVERTON PETROLEUMS LTD.	PRESS RELEASE
TONECRAFT REALTY INC.	PRESS RELEASE
TORONTO SUN PUBLISHING CORPORATION	SHARES ISSUED
TORONTO-DOMINION BANK	DIVIDEND NOTICE

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ISSUER	TITLE
TOTAL PETROLEUM (NORTH AMERICA) LTD.	IFS 3 MN MR 31 85
TRANS-CANADA RESOURCES LTD.	PRESS RELEASE
TRANS-WESTERN EXPLORATION, INC.	RULING/ORDER/REASONS
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	FORM 27-MAT. CHANGE
TRANSCANADA PIPELINES LIMITED	CHANGE DIRECTORS
TRANSCANADA PIPELINES LIMITED	PRESIDENT'S REMARKS
TRANSPACIFIC RESOURCES INC.	IFS 3 MN MR 31 85
TREASURE VALLEY EXPLORATIONS LTD.	CERTIF. OF MAILING
TREE ISLAND STEEL CO. LTD.	PRELIM. PROSPECTUS
TRI-STAR RESOURCES LTD.	CERTIF. OF MAILING
TRIANGLE EXPLORATIONS LIMITED	IFS 6 MN AP 30 85
TRILON FINANCIAL CORPORATION	EXEMPT FIN. NOTICE
TRIMAC LIMITED	DIVIDEND NOTICE
TRINITY RESOURCES LTD.	IFS 3 MN MR 31 85
TRIZEC CORPORATION LTD.	EXEMPT FIN. NOTICE
TRIZEC CORPORATION LTD.	EXEMPT FIN. NOTICE
TRU-WALL GROUP LIMITED	ANNUAL REPORT
TWIN RICHFIELD OILS LTD.	CHANGE DIRECTORS
ULTRAMAR PLC.	RESOLUTIONS PASSED A
UNERGIE INC.	ANNUAL REPORT
UNERGIE INC.	SHRHLDRS. MTNG. MAT.
UNION ENTERPRISES LTD.	RULING/ORDER/REASONS
UNITED CANADIAN SHARES LIMITED	SHRHLDRS. MTNG. MAT.
UNITED CORPORATIONS LIMITED	DIVIDEND NOTICE
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VEDRON LIMITED	IFS 9 MN MY 31 85
VENEQUITY CAPITAL CORPORATION	AUD. ANN. FIN. STMT.
VENEQUITY CAPITAL CORPORATION	IFS 3 MN MR 31 85
VERSATILE CORPORATION	PRESS RELEASE
VERSATILE CORPORATION	PRESS RELEASE
VICTORIA WOOD DEVELOPMENT CORPORATION	IFS 6 MN MY 31 85
VINDICATOR INDUSTRIES INC.	AUD. ANN. FIN. STMT.
VULCAN INDUSTRIAL PACKAGING LIMITED	FORM 27-MAT. CHANGE
WABIGOON RESOURCES LIMITED	SIGNED FINANCIAL STA
WABIGOON RESOURCES LIMITED	PRESS RELEASE
WABIGOON RESOURCES LIMITED	CERTIF. OF MAILING
WADDY LAKE RESOURCES INC.	PRESS RELEASE
WAITE DFAULT MINES LIMITED	SHRHLDRS. MTNG. MAT.
WARRINGTON INC.	IFS 3 MN MR 31 85
WATERS EDGE TOWER LIMITED PARTNERSHIP	LET. TO SHAREHOLDERS
WEBBWOOD MOBILE HOME ESTATES LIMITED	SHRHLDRS. MTNG. MAT.
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	PRESS RELEASE
WESTGROWTH PETROLEUMS LTD.	PRESS RELEASE
WESTLEY MINES LIMITED	IFS 3 MN MR 31 85
WESTMILLS CANADA INC.	RULING/ORDER/REASONS
WESTMIN RESOURCES LIMITED	PRIVATE PLACEMENTS

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ISSUER	TITLE
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
WESTWATER INDUSTRIES LTD.	IFS 9 MN MR 31 85
WHONNOCK INDUSTRIES LIMITED	T.S.E. MATERIAL
WIC WESTERN INTERNATIONAL COMMUNICATIONS	FORM 27-MAT. CHANGE
WIMBERLEY RESOURCES LTD.	RULING/ORDER/REASONS
WINDARRA MINERALS LTD.	PRIVATE PLACEMENTS
WINE CANADA LIMITED	PRIVATE PLACEMENTS
WOODWARD'S LIMITED	PRESS RELEASE
YORBEAU RESOURCES INC.	PRESS RELEASE
YORBEAU RESOURCES INC.	PRESS RELEASE
YOUNG-DAVIDSON MINES LIMITED	MANAGEMENT INCENTIVE
ZENMAC EXPLORATIONS LIMITED	ANNUAL REPORT
ZENMAC EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.

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CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 GENSTAR FINANCIAL CORPORATION

June 27, 1985

Genstar Financial Corporation

National Issue - Ontario

Offering \$ * (* shares) of Series A \$ * cumulative redeemable retractable first preferred shares at a price of \$25.00 per share.

Underwriters: Wood Gundy Inc.
Dominion Securities Pitfield Limited

11.1.2 MONTREAL TRUSTCO INC.

Montreal Trustco Inc.

National Issue - Quebec

Offering \$30,156,000 of 7% debentures with common share purchase warrants in units, each of which consists of a debenture in the principal amount \$1,000 and 66 common share purchase warrants at a price of \$1,005.20 per unit, plus accrued interest if any.

Underwriter: Nesbitt Thomson Bongard Ltee

11.1.3 GOLDEX MINES LIMITED

June 28, 1985

Goldex Mines Limited

National Issue - Quebec

Offering * units and * common share with share purchase warrants separately at a price of \$ *. Each unit consists of one 1985 deposit receipt and one 1986 deposit receipt.

Agent: Levesque, Beaubien Inc.

11.2 PRELIMINARY EXCHANGE OFFERING PROSPECTUS RECEIVED

11.2.1 X-CAL RESOURCES LTD.

June 25, 1985

X-Cal Resources Ltd.

National Issue - Ontario

Offering 1,300,000 units, each unit consists of one common share and one common share purchase warrant at a price of \$.75 per unit.

Underwriters: Midland Doherty Limited
Davidson Partners Limited

11.2.2 INTERQUEST RESOURCES CORPORATION

June 28, 1985

Interquest Resources Corporation

National Issue - Ontario

Offering 1,500,000 units, each unit consisting of one common share without par value and one Series A share purchase warrant at a price of \$ * per unit.

Undewriters: Davidson Partners Limited
Continental Carlisle Douglas

11.3 PRELIMINARY SHORT FORM PROSPECTUS RECEIVED

11.3.1 TRIZEC CORPORATION LTD.

June 27, 1985

Trizec Corporation Ltd.

National Issue - Ontario

Offering 2,400,000 cumulative redeemable senior preferred shares class B, Series 5 at a price of \$25 per share to yield initially 9% per annum.

Underwriters: Dominion Securities Pitfield Limited
Merrill Lynch Canada Inc.

11.3.2 MACMILLAN BLOEDEL LIMITED

June 28, 1985

MacMillan Bloedel Limited

National Issue - B.C.

Offering 2,000,000 class B preferred shares Series 8 at a price of \$25.00 per share to yield initially 9.25%.

Underwriters: Dominion Securities Pitfield Limited
Richardson Greenshields of Canada Limited
Pemberton Houston Willoughby Incorporated

11.4 PRELIMINARY SIMPLIFIED PROSPECTUS RECEIVED

11.4.1 ALLIED INCOME FUND ET AL

June 26, 1985

Allied Income Fund, Allied Canadian Fund,
Allied Dividend Fund, Allied Money Fund,
Allied International Fund

National Issue - Ontario

Offering mutual fund units on a continuous basis, at the net asset value per unit.

Distributors: The Manager
Registered Securities Dealers

11.5 PRELIMINARY PROSPECTUS WITHDRAWN

11.5.1 EQUITY SILVER MINES LIMITED

June 28, 1985

Equity Silver Mines Limited

The preliminary prospectus dated May 21, 1985 has been withdrawn by the Company.

11.6 FINAL RECEIPTS ISSUED

11.6.1 RENAISSANCE ENERGY LTD.

Renaissance Energy Ltd.

A final receipt was issued June 28, 1985 for a prospectus dated June 25, 1985 offering 749,453 common shares and 374,727 common share purchase warrants, offered in units, each consisting of one common share and one-half of a common share purchase warrant, with the price being the exercise of one special warrant per unit. The Company will not receive any cash proceeds upon the exercise of the special warrants.

Agent: Peters & Co. Limited

11.6.2 DSP EDUCATION TRUST

DSP Education Trust

Final receipt issued June 27, 1985 for a prospectus dated June 24, 1985 regarding a self-directed registered education savings plan.

Agents: Dominion Securities Pitfield Limited
Dominion Securities Pitfield (Alberta) Limited

11.6.3 DICON SYSTEMS LIMITED

Dicon Systems Limited

A final receipt was issued June 28, 1985 for a prospectus dated June 28, 1985 offering 1,100,000 common shares at \$4.25 per share to net the Company \$4,301,000 before deducting the expenses of the issue.

Underwriter: Walwyn Stodgell Cochran Murray Limited

11.7 FINAL RECEIPTS ISSUED - SHORT FORM PROSPECTUS

11.7.1 DOME MINES LIMITED

Dome Mines Limited

Final receipt issued June 6, 1985 for a short form prospectus dated June 6, 1985 qualifying for sale Cdn. \$99,000,000, 9,000,000 common shares and 4,500,000 common share purchase warrants, offered in units each of which consists of one common share and one-half common share purchase warrant at Cdn. 11.00 per unit to net the treasury of the Company an aggregate of Cdn. \$94,545,000 after deducting underwriting fees but before deducting expenses of the issue.

Underwriters: Dominion Securities Pitfield Limited
Burns Fry Limited
Wood Gundy Inc.

11.7.2 DOMTAR INC.

Final receipt issued June 6, 1985 for a short form prospectus dated June 6, 1985 offering \$56,160,000, 2,400,000 common shares with share-purchase tax credit at \$23.40 per common share with share-purchase tax credit to net the treasury of the Company an aggregate of \$53,773,200 after deducting underwriting fees but before deducting the expenses of the issue.

Underwriters: Levesque Beaubien Inc.
Wood Gundy Inc.
Dominion Securities Pitfield Limited
Nesbitt Thomson Bongard Ltee.

11.8 AMENDMENT RECEIVED

11.8.1 FALCON POINT RESOURCES LIMITED

June 26, 1985

Falcon Point Resources Limited

Amendment dated June 24, 1985 to prospectus dated March 25, 1985.

11.9 ANNUAL INFORMATION FORMS RECEIVED

11.9.1 IPSCO INC.

June 26, 1985

Ipsco Inc.

National Issue - Ontario

A first annual information form dated June 25, 1985 has been filed by Ipsco Inc.

11.9.2 INTERPROVINCIAL PIPE LINE LIMITED

June 28, 1985

Interprovincial Pipe Line Limited

National - Issue Ontario

A first annual information form dated June 27, 1985 has been filed by Interprovincial Pipe Line Limited.

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

INVESTMENT COUNSEL

Dennis Beggs & Associates Limited,
Suite 450, North Tower,
P. O. Box 113,
Royal Bank Plaza,
Toronto, Ontario.
M5J 2J3.
(effective June 24, 1985)
New Registration

MUTUAL FUND DEALER

Realcap Funds Management Limited
2161 Yonge Street,
Suite 604,
Toronto, Ontario.
M4S 3A6
(effective May 24, 1985)
New Registration

SECURITY ISSUERS

Westmount Towers II Inc.
501 Krug Street,
Kitchener, Ontario.
N2B 1L3
(effective June 25, 1985)
New Registration

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Reed Monahan Nicholishen Investment Counsel Inc.,
20 Victoria Street,
Suite 705,
Toronto, Ontario.
M5C 2N8

(effective May 24, 1985)

Change in category from Mutual Fund Dealer, Investment Counsel and as Portfolio Manager

12.2 TERMINATIONS

12.2.1 SECURITIES

TERMINATIONS SECURITIES

MUTUAL FUND DEALER, INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Reed Monahan Nicholishen Investment Counsel Inc.
20 Victoria Street,
Suite 705,
Toronto, Ontario.
M5C 2N8.

(effective May 24, 1985)

Change in category to Investment Counsel and as Portfolio Manager

12.3 TERMINATIONS

12.3.1 COMMODITIES

TERMINATIONS
COMMODITIES

COMMODITY TRADING MANAGER (NON-RESIDENT)

Conticommodity Services, Inc.,
1800 Board of Trade Building,
Chicago, Illinois.
60604
(effective June 14, 1985)
Lapsed

CHAPTER 25
OTHER INFORMATION

25.1 TRANSFER WITHIN ESCROW

25.1.1 GRAND BAY EXPLORATIONS LIMITED

June 26, 1985

Grand Bay Explorations Limited

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Estate of E. P. McDonough	James W. Gemmell	275,000

APPENDIX A

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FIRST CLASS MAIL



JULY 12, 1985

VOLUME 8 #28/85

OSC BULLETIN

The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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OSC BULLETIN

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JULY 12, 1985

THE ONTARIO SECURITIES COMMISSION
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20 Queen Street West
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CHAPTER 1
NOTICES/PRESS RELEASES

1.1 NEW OFFICES/THE COMMISSION DES VALEURS MOBILIERES DU QUEBEC

For the information of readers of the bulletin, please be advised that effective Monday, July 15, 1985 the Commission Des Valeurs Mobilieres will be located at

17th Floor
The Stock Exchange Tower
Victoria Square
Montreal

The telephone number will remain (514) 873-5326.

CHAPTER 2
DECISIONS, ORDERS AND RULINGS

2.1 WADDY LAKE RESOURCES, INC. ET AL

Headnote

Section 73 - The issuance of 300,000 treasury shares in exchange for the interests of a joint venture in certain mining claims was exempted from sections 24 and 52 of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF WADDY LAKE RESOURCES, INC.
AND GOLDSIL MINING-MILLING INC.

RULING
(Section 73)

UPON the application of Waddy Lake Resources, Inc. ("Waddy Lake") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466 (the "Act") exempting from the requirements of sections 24 and 52 of the Act the issuance of 300,000 treasury shares of Waddy Lake to Goldsil Mining-Milling Inc. ("Goldsil");

AND UPON reading the application and recommendations of Commission staff;

AND UPON it being represented to the Commission that:

1. Waddy Lake is a corporation continued under the Canada Business Corporations Act, and has 2,599,340 shares issued and outstanding, which shares are listed and posted for trading on The Toronto Stock Exchange;
2. Waddy Lake is a reporting issuer under the Act, and is not in default of any of its obligations under the Act;
3. In 1980, Waddy Lake and Energy Reserves Canada Ltd. ("Energy Reserves") entered into a joint venture agreement with respect to certain mineral leases in the La Ronge Mining Division of Saskatchewan (the "Properties") whereby Waddy Lake and Energy Reserves each owned a 50 percent interest. By an amending agreement in 1982, Waddy Lake

purchased half of the interest of Energy Reserves. Subsequently Energy Reserves transferred its remaining 25 percent interest to its subsidiary, Energy Reserves Canada (Sask.) Ltd. In July 1983, Energy Reserves Canada (Sask.) Ltd. transferred to Goldsil its 25 percent interest, whereupon Waddy Lake objected, saying it had been denied its right of first refusal under the original joint venture agreement. The ensuing litigation was brought to an end by an agreement dated January 25, 1985, which provides that Waddy Lake will acquire Goldsil's interest in the Properties in exchange for 300,000 freely tradeable treasury shares of Waddy Lake (the "Distribution"). The Distribution would increase the number of Waddy Lake's issued and outstanding shares to 2,899,340. Upon the Distribution, Goldsil will become an insider of Waddy Lake, by virtue of its 10.35% holding;

4. Waddy Lake's shares have recently traded on The Toronto Stock Exchange in the range of 90c to \$1.00.
5. During the period 1980-84, Waddy Lake and Energy Reserves incurred the following exploration and development expenses with respect to the Properties:

1980:	\$578,867
1981:	nil
1982:	615,274
1983:	721,436
1984:	<u>58,629</u>
Total:	\$1,974,206

6. In June 1985, Waddy Lake and Placer Development Limited ("Placer") announced a development and exploration agreement (which is premised upon Waddy Lake's 100 percent ownership of the Properties) providing for the expenditure by Placer of \$1.5 million on the Properties over the next five years;

AND UPON the Commission's being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the Distribution is exempt from the requirements of sections 24 and 52 of the the Act, provided that Waddy Lake issue a press release announcing the Distribution.

June 27, 1985.

"Charles Salter"

"Frank Iacobucci"

2.2 STANDARD BROADCASTING CORPORATION LIMITED

Headnote

Directors of offeree company granted an extension of time for sending a director's circular.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.99(e)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF STANDARD BROADCASTING CORPORATION LIMITED

ORDER
(Section 99(e))

UPON the application of Standard Broadcasting Corporation Limited ("Standard") to the Ontario Securities Commission (the "Commission") pursuant to section 99 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") for an order extending the time to June 25, 1985 for sending the directors' circular in connection with the offer (the "Slaight Offer") dated June 11, 1985 of Slaight Broadcasting Inc. for all the shares of Standard at a price of \$21.50 per share.

AND UPON it appearing to the Commission that:

- (a) Selkirk Communications Limited ("Selkirk") announced in the late afternoon on June 19, 1985 its intention to make an offer for all the outstanding shares of Standard at a price of \$24.00 per share subject to the approval of certain matters by the Commission as set forth in an application dated June 19, 1985;
- (b) Selkirk made an application pursuant to section 99 of the Act to the Commission on June 19, 1985 pertaining to certain matters in connection with its proposed offer;
- (c) The Commission rendered an oral decision pertaining to the application of Selkirk after a public hearing on Thursday, June 20, 1985;
- (d) The directors of Standard are meeting on Friday, June 21, 1985 to consider recent developments pertaining to the Slaight Offer and the proposed offer of Selkirk;

AND UPON the Commission being of the opinion that to make this Order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that the board of directors of Standard be granted an extension until Tuesday, June 25, 1985 to send a directors' circular pertaining to the Slaight Offer to its shareholders.

June 21, 1985.

"S. M. Beck"

"R. J. Kane"

2.3 CADILLAC FAIRVIEW CORPORATION LIMITED

Headnote

S.73 - The proposed issuance of common and preference shares to shareholders of the issuer pursuant to a reorganization was exempted from sections 24 and 52 of the Act. The first trade in the common shares and preference shares acquired pursuant to this ruling was made subject to the requirements of subsection 71(5) of the Act and section 18a of the Regulation.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF THE CADILLAC FAIRVIEW CORPORATION LIMITED

RULING
(Section 73)

UPON the application of The Cadillac Fairview Corporation Limited ("Cadillac Fairview") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466 as amended, ("the Act") for a ruling that the issuance of common shares ("Common Shares") and second preference shares, series A ("Second Preference Shares, Series A") of Cadillac Fairview in connection with a reorganization of its share capital as described in the draft information circular of Cadillac Fairview submitted to the Commission (the "Reorganization") is not subject to sections 24 or 52 of the Act;

AND UPON it being represented to the Commission that:

1. Cadillac Fairview is a corporation incorporated under the laws of Ontario;
2. As at February 28, 1985 the authorized capital of Cadillac Fairview consisted of 149,935,440 Common Shares of which 72,165,463 were issued and outstanding and 48,648,117 Preference Shares issuable in series of which 12,353,517 of a first series were issued and outstanding. Additionally 5,622,300 common share purchase warrants (the "Warrants") entitling the holder of each warrant to acquire one Common Share at an exercise price of \$9.75 per share at any time prior to March 31, 1988 were issued and outstanding;
3. The Common Shares, Preference Shares, Series A and the Warrants of Cadillac Fairview are listed for trading on The Toronto Stock Exchange, the Montreal Exchange and the Vancouver Stock Exchange;

4. Pursuant to the Reorganization:
 - (a) a subordinate class of preference shares issuable in series will be created;
 - (b) the first series of that class will be designated as Second Preference Shares, Series A; and
 - (c) each issued and outstanding Common Share will be converted into and exchanged for Common Shares and Second Preference Shares, Series A on the basis of four Common Shares and one Second Preference Share for every four Common Shares;
5. The indenture between Cadillac Fairview and the Royal Trust Company, as trustee governing the Warrants, will be amended to provide that after the Reorganization the holders of Warrants will have the right to acquire four Common Shares and one Second Preference Share, Series A for every four Common Shares which they could have acquired prior to the Reorganization pursuant to the exercise of the Warrants held by them;
6. At an annual and special meeting of shareholders to be held on July, 11, 1985 the shareholders will be asked to approve the Reorganization. In connection with the meeting the shareholders have been furnished with a management information circular describing the Reorganization and with an annual report;

AND UPON reading the application, the material filed therewith and the recommendation of the staff of the Commission;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the issuance by Cadillac Fairview of its Common Shares and Second Preference Shares, Series A to holders of outstanding Common Shares pursuant to the Reorganization is not subject to sections 24 or 52 of the Act;

AND IT IS FURTHER RULED that the first trade in Common Shares or Second Preference Shares Series A issued pursuant to this Ruling is not subject to sections 24 or 52 of the Act provided that the first trade is made in accordance with subsection 71(5) of the Act and section 18a of the Regulation as if subsection 71(5) and section 18a were applicable thereto.

July 5, 1985.

"Charles Salter"

"J. W. Blain"

2.4 JACK R. SHAPIRO ET AL

Headnote

Section 73(1) - Ruling by the Commission that a proposed trade by an individual in common shares previously acquired pursuant to the prospectus exemption in clause 14(g) of the regulations to the Act to a company which is wholly-owned by the individual shall not be subject to sections 24 and 52 of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF JACK R. SHAPIRO

AND

IN THE MATTER OF MS PUBLISHING INVESTMENTS LIMITED

RULING
(Section 73(1))

UPON the application of Jack R. Shapiro ("Shapiro") to the Ontario Securities Commission (the "Commission") for a ruling under subsection 73(1) of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that a proposed trade by Shapiro to 571108 Saskatchewan Limited ("571108") in 500 common shares of MS Publishing Investments Limited ("MS") shall not be subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

- (a) MS, an Ontario corporation, is not a reporting issuer under the Act;
- (b) By offering memorandum dated June 8, 1984, MS issued 12,250 common shares at \$100 per common share pursuant to the prospectus exemption in clause 14(g) of the regulations to the Act;
- (c) Shapiro acquired and currently owns 500 common shares of MS;
- (d) Shapiro proposes to trade the 500 common shares of MS to 571108 for tax planning purposes; and
- (e) Shapiro owns all of the issued and outstanding common shares of 571108;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that a proposed trade by Shapiro to 571108 in 500 common shares of MS currently owned by Shapiro shall not be subject to sections 24 and 52 of the Act, provided that the first trades in each of the 500 common shares of MS acquired by 571108 pursuant to this ruling shall be made in accordance with the provisions of

subsection 71(4) of the Act, as if such 500 Common Shares of MS had been acquired by 571108 pursuant to an exemption referred to in subsection 71(4) of the Act.

July 8, 1985.

"Charles Salter"

"A. T. Holland"

2.5 CANADIAN ENTERPRISE DEVELOPMENT CORPORATION LIMITED

Headnote

A ruling of the Commission was varied to exempt, from the requirements of section 24 of the Act, future holders of currently outstanding securities of the issuer in connection with trading pursuant to a share repurchase programme instituted by the issuer.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., s.s.24, 140

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF CANADIAN ENTERPRISE DEVELOPMENT CORPORATION LIMITED

ORDER
(Section 140)

WHEREAS by ruling dated February 26, 1985 (the "Ruling") Canadian Enterprise Development Corporation Limited ("CED") and certain of its shareholders were exempted from the requirements of section 24 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") in connection with its share purchase programme, as described in the Ruling (the "Programme"); and

WHEREAS it has been represented to the Ontario Securities Commission (the "Commission") that the Ruling excludes persons who acquire currently outstanding shares in the capital of CED and who, it is expected, will participate in the Programme; and

WHEREAS it would not be prejudicial to the public interest to exempt such persons from the requirements of section 24 of the Act in connection with the Programme;

NOW THEREFORE IT IS ORDERED that the Ruling be and it is hereby amended by replacing:

1. paragraph 5 with the following:

"5. Nearly all of the shareholders of CED are sophisticated investors or present or former directors, officers and/or employees of CED and are knowledgeable about the business and affairs of CED; and participation in the Programme is restricted to the following persons:

- (a) persons who now or hereafter hold common shares of CED which are issued and outstanding on the date hereof; and
- (b) persons who become holders of common shares of CED issued by CED after the date hereof who are also directors, officers and/or employees of CED."; and

2. paragraph (b) with the following:

"(b) the following persons are exempt from the registration requirement of subsection 24(1) of the Act in respect of all trades pursuant to the Programme or any substantially similar programme:

- (i) persons who now or hereafter hold common shares of CED which are issued and outstanding on the date hereof; and
- (ii) persons who become holders of common shares of CED issued by Ced after the date hereof who are also directors, officers and/or employees of CED."

July 8, 1985.

"Charles Salter"

"A. T. Holland"

2.6 SCINTILORE EXPLORATIONS LIMITED

Headnote

s.73 - Issue of shares to a director who was not an employee of the issuer, as compensation for services rendered, exempted from sections 24 and 52, subject to the rules set out in subsection 71(5) for first trades.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF SCINTILORE EXPLORATIONS LIMITED

RULING
(Section 73)

UPON the application of Scintilore Explorations Limited ("Scintilore") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, Chapter 466, as amended (the "Act"), that the issuance of 20,000 common shares of Scintilore to Jean R. Depatie ("Depatie") (the "Proposed Transaction") not be subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON Scintilore having represented to the Commission that:

1. Scintilore was incorporated under the laws of Ontario;
2. Scintilore is authorized by its articles of incorporation to issue an unlimited number of common shares and, as at December 31, 1984, 4,661,604 of its common shares were issued and outstanding.
3. Scintilore is a reporting issuer under the Act and is not on the list of defaulting reporting issuers maintained by the Commission;
4. The common shares of Scintilore are listed and posted for trading on The Toronto Stock Exchange;
5. Depatie is a director, but not an employee, of Scintilore and has been a director of Scintilore since March 17, 1980;
6. Depatie rendered certain services (the "Agency Services") for Scintilore by arranging for the purchase by Societe des Mines et Fonderies de Zinc de la Vieille Montagne S.A. of a convertible debenture of Scintilore in the amount of \$600,000 on July 19, 1983, which debenture was subsequently converted into 230,769 common shares of Scintilore;
7. As complete compensation for the Agency Services, Scintilore and Depatie have agreed to the Proposed Transaction, subject to obtaining all necessary regulatory approvals;

8. The Proposed Transaction was properly approved by the shareholders of Scintilore at an Annual and Special Meeting of Shareholders on August 29, 1984;
9. In connection with the Proposed Transaction, Scintilore has received all requisite approvals from The Toronto Stock Exchange, the only stock exchange in Canada where securities of Scintilore are listed and posted for trading;
10. The total number of common shares which are the subject of the proposed transaction amount to less than 1 percent of the issued and outstanding common shares of Scintilore as at the date hereof and after giving effect to the proposed transaction;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED, pursuant to subsection 73(1) of the Act, that the issuance by Scintilore of 20,000 common shares to Jean A. Depatie will not be subject to sections 24 and 52 of the Act;

AND IT IS FURTHER RULED that the first trade in each of the common shares of Scintilore acquired in reliance upon this Ruling shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation made thereunder as if such shares had been acquired pursuant to an exemption referred to in subsection 71(5) of the Act.

July 5, 1985.

"Charles Salter"

"J. W. Blain"

2.7 FORD CREDIT CANADA LIMITED

Headnote

Prompt Offering Qualification System - Eligibility criteria for "debt issuer" - Finance company - Waiving requirement that issuer have been a reporting issuer for 36 months - Issuer, which was not a "reporting issuer" as defined but which had been complying with reporting requirements under Act applicable to finance companies since 1980, and otherwise making regular public disclosure, was permitted to use Prompt Offering Qualification System to distribute non-convertible debt securities and non-convertible preferred shares.

Statutes Cited

Securities Act, R. S. O. 1980, c.466, as am., ss. 73, 52, 1(1)38(ii)

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg.910, as am., s.s. 1(1)(b), 12(3)

Policies Cited

OSC Policy 5.6

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF FORD CREDIT CANADA LIMITED

AND

IN THE MATTER OF O. S. C. POLICY 5.6 - PROMPT
OFFERING QUALIFICATION SYSTEM

RULING
(Section 73)

UPON the application of Ford Credit Canada Limited ("Ford Credit") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act"), having the effect of permitting Ford Credit to participate in the Prompt Offering Qualification System pursuant to Policy 5.6 of the Commission (the "Policy") for the distribution of non-convertible debt securities or non-convertible preferred shares of Ford Credit as if Ford Credit were an eligible reporting issuer within the meaning of paragraph C of the Policy;

AND UPON it being represented to the Commission that:

1. Ford Credit was incorporated under the laws of Canada on July 23, 1962 and is subject to the Canada Business Corporations Act.
2. Ford Credit is a wholly-owned subsidiary of Ford Motor Credit Company, a Delaware corporation, which in turn is a wholly-owned subsidiary of Ford Motor Company.

3. Ford Credit is not a reporting issuer under the Act and therefore does not satisfy the eligibility requirement of clause B.1(a) of the Policy that an issuer be a reporting issuer under the Act for at least 36 months prior to the date of the filing of its annual information form.
4. Although Ford Credit has filed in Ontario prospectuses relating to debt securities periodically between 1972 and 1977, it has not thereby become a "reporting issuer" as defined in subparagraph 1(1)38(ii) of the Act because the prospectuses were filed under a predecessor of the Act and did not relate to voting securities of Ford Credit.
5. Ford Credit is a "finance company" as defined in clause 1(1)(b) of the Regulation made under the Act and as such has complied with the continuous reporting obligations applicable to finance companies by:
 - (i) filing with the Commission, in lieu of the finance company questionnaire and financial report on Form 29, the disclosure report prescribed by the Association of Canadian Financial Corporations, as permitted by subsection 12(3) of the Regulation under the Act, in respect of each fiscal year of the corporation since, and including, 1974, and
 - (ii) filing with the Commission its annual financial statements and the annual and quarterly financial statements of Ford Motor Credit Company.

In addition Ford Credit has been complying with the filing requirements under the Investment Companies Act (Canada) since 1972. It also files with the Commission an information memorandum which it has distributed annually since 1972 in connection with its exempt offerings of short-term notes.

6. Shares of Ford Motor Company, the ultimate parent corporation, have been listed on The Toronto Stock Exchange since 1956 and therefore Ford Motor Company is subject to the timely and continuous disclosure requirements of both The Toronto Stock Exchange and the Act.

AND UPON the Commission being satisfied that to grant this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus filed under section 52 of the Act, with respect to distributions of non-convertible debt securities or non-convertible preferred shares of Ford Credit that are effected in accordance with the Policy, provided that:

- (a) Ford Credit shall comply with all of the filing requirements and procedures and each of the eligibility requirements of, or referred to in, paragraph C.1 of the Policy, with the exception of the eligibility requirement relating to its status as a reporting issuer and the length of time an issuer must be a reporting issuer set forth in clause B. 1(a) of the Policy;
- (b) a preliminary short form prospectus and short form prospectus complying with the Policy are filed under section 52 of the Act pursuant to and in accordance with the Policy; and
- (c) the distribution of securities of Ford Credit pursuant to a short

form prospectus filed under section 52 of the Act shall otherwise
comply with and be subject to the provisions of the Act.

July 8, 1985.

"Charles Salter"

"A. T. Holland"

2.8 SLAIGHT COMMUNICATIONS INC. ET AL

Headnote

Section 99(e) - The offeror in a proposed take-over bid for all of the common shares of a reporting issuer was exempted, in part, from compliance with Part XIX of the Act, in that, as the offer was made conditional upon any change of control of the offeree company being approved by a regulatory body, the period of time during which shares may be deposited under the offer was permitted to be limited to such period between 21 and 35 days as was chosen by the offeror, subject to certain conditions.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF SLAIGHT COMMUNICATIONS INC. AND
STANDARD BROADCASTING CORPORATION LIMITED

ORDER
(Section 99(e))

UPON the application of Slight Communications Inc. ("Slight Communications") to the Ontario Securities Commission (the "Commission") pursuant to paragraph 99(e) of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") for an order exempting Slight Communications in part from the requirements of Part XIX of the Act;

AND UPON it appearing to the Commission that:

1. Slight Communications is a private corporation incorporated under the laws of Ontario, which owns and operates radio stations serving the Metropolitan Toronto and area market;
2. Standard Broadcasting Corporation Limited ("Standard") is a corporation incorporated under the federal laws of Canada which, directly or through its subsidiaries, holds a number of broadcasting licenses in Canada under the Broadcasting Act (Canada) (the "Broadcasting Act");
3. Standard is a reporting issuer under the Act and is not in default of any requirement of the Act or the Regulation made thereunder;
4. the common shares of Standard (the "Shares") are listed and posted for trading on The Toronto Stock Exchange;
5. Slight Communications proposes to make an offer (the "Offer") through one of its wholly-owned subsidiaries (the "Slight Subsidiary") for all of the outstanding Shares of Standard for a consideration of \$21.50 cash per share for each Share deposited pursuant to the Offer;
6. on May 8, 1985, Slight Communications entered into an agreement with Hollinger Argus Limited ("Hollinger"), the owner of approximately 49% of the Shares, pursuant to which Hollinger agreed to tender Shares

owned by it under the Offer;

7. as Standard and/or its subsidiaries hold licences under the Broadcasting Act, the change in control of Standard which will result if the Offer is successful is required to be approved by the Canadian Radio-television and Telecommunications Commission (the "CRTC") and it would be contrary to the Broadcasting Act for Slaight Communications to take up and pay for Shares deposited pursuant to the Offer prior to obtaining such CRTC approval;
8. Slaight Communications proposes, therefore, that the Offer will be conditional, inter alia, upon the approval of the CRTC to the change in control of Standard being obtained within 120 days after the date of the Offer. Shares deposited pursuant to the Offer shall be taken up and paid for within three days after the date of a favourable decision of the CRTC, or returned to the holders thereof expeditiously after the date of an unfavourable decision of the CRTC, but in any event, within 123 days after the date of the Offer;
9. Slaight Communications further proposes that the Offer will permit holders of Shares to deposit their Shares, pursuant to the Offer, for a specified period of from twenty-one days to thirty-five days from the date of the Offer subject to a right to withdraw any Shares so deposited at any time until the expiration of ten days from the date of the Offer.
10. the Offer will provide that all dividends declared upon the Shares prior to the date such Shares are taken up and paid for or returned, as the case may be, will be paid to the registered holders of such Shares on the record date, even if they have deposited their Shares under the Offer prior to such date;
11. Slaight Communications intends, which intention shall be stated in the Offer, to avail itself of the provisions of section 199 of the Canada Business Corporations Act (the "CBCA") for the purpose of acquiring the balance of the outstanding Shares, if it acquires at least 90% of the Shares pursuant to the Offer, or, if it acquires less than 90% of the Shares pursuant to the Offer, of such other corporate action as may be legally available to it in order to acquire all of the Shares not then owned by it, for a cash consideration which is equivalent to the consideration which the holders of such Shares would have received had they tendered under the Offer; and
12. an order has been obtained from the Supreme Court of Ontario pursuant to section 197(1) of the CBCA that the Offer be exempted from the provisions of section 188(a) of the CBCA, which otherwise provides holders of Shares with a right to withdraw deposited Shares if such Shares are not taken up and paid for within 60 days after the date of the Offer, provided that the Offer complies with the other provisions of the CBCA and the provisions of the Act.

AND UPON the Commission reviewing the application and the recommendation of the staff of the Commission;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to grant this order;

IT IS ORDERED pursuant to paragraph 99(e) of the Act that Slaight Communications and the Slaight Subsidiary be and are hereby exempted, in part, from compliance with the provisions of Part XIX of the Act such that the Offer

may provide that the period of time within which Shares may be deposited pursuant to the Offer may be limited to such period between 21 and 35 days in duration as may be chosen by Slaight Communications, provided that:

- (i) the Offer provides that Slaight Communications or the Slaight Subsidiary, as the case may be, shall either take up and pay for Shares deposited pursuant to the Offer within three days after the decision of the CRTC is rendered, if such decision approves the change in control of Standard that will result if the Offer is successful, or return all Shares deposited pursuant to the Offer within three days after the decision of the CRTC is rendered, if such decision does not approve the change in control of Standard, provided that if the CRTC decision is not rendered within 120 days after the date of the Offer, the Offer shall be abandoned and all Shares deposited pursuant to the Offer shall be returned within three days to the registered holders thereof;
- (ii) the Offer provides that all dividends declared upon the Shares prior to the date such Shares are taken up and paid for, or returned, as the case may be, will be paid to the registered holders of such Shares on the record date, even if such Shares have been deposited pursuant to the Offer prior to such date; and
- (iii) in all other respects Part XIX of the Act shall apply to the Offer.

June 6, 1985.

"S. M. Beck"

"Charles Salter"

2.9 THE BARRICK-CULLATON GOLD TRUST

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF THE BARRICK-CULLATON GOLD TRUST

ORDER
(Section 79(b) (iii))

UPON the application of THE BARRICK-CULLATON GOLD TRUST (the "Issuer"), a closed-end investment trust formed under the laws of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466 (the "Act") for an order exempting the Issuer from the requirements to file with the Commission and mail to security holders, three-month and nine-month interim financial statements under section 76(1) and section 78 of the Act, respectively, and for an order exempting the Issuer from the requirement to include an income statement in the interim financial statements and an income statement and a statement of surplus in the annual financial statements under section 7(1) and section 10(1) of the Regulation to the Act, respectively.

AND UPON the Issuer representing that:

1. The Issuer is a closed-end investment trust formed under the laws of Ontario pursuant to a trust indenture dated January 25, 1984, with Guardian Trust Company as Trustee (the "Trustee"). The Issuer is a reporting issuer under the Act in that it issued units (the "Units") that represent an equal fractional undivided beneficial interest in the net assets of the Issuer pursuant to a prospectus dated January 25, 1984.
2. Upon its formation, the Issuer entered into a gold acquisition agreement with Renabie Gold Mines Limited ("Renabie"), Barrick Resources Corporation ("Barrick") and Cullaton Lake Gold Mines Ltd. ("Cullaton") (collectively, the "Sponsors") dated January 25, 1984 (the "Gold Acquisition Agreement") whereby it acquired a variable percentage of the gold produced at the Renabie Mine from time to time in consideration for the payment to Renabie of the net proceeds of the offering of the Units of the Issuer.
3. Each Unitholder of record on any "Record Date" (June 30 and December 31 in each year) is entitled to the payment of an amount equal to the pro rata share of such Unitholder of the net income of the Issuer received by the Trustee in the six-month period prior to each Record Date ("Income Distributions") to be determined and become payable as of such Record Date and to be paid on or before the "Distribution Date" (July 10 and January 10 in each year).
4. The Issuer does not carry on any "business activity" in the normal sense of that phrase but is essentially a conduit through which sale proceeds respecting a variable percentage of gold production undertaken by an independent mining corporation are flowed through to the Unitholders of the Issuer. The primary activity of the Issuer only occurs on a semi-annual basis. The Trustee nominally receives and holds refined gold and upon the sale of refined gold, nominally

receives income and the income is distributed in its entirety to the Unitholders on a semi-annual basis. Furthermore, the Issuer will incur no expenses under normal circumstances. As well, the Issuer has been organized such that the Issuer itself will not be liable to pay tax.

5. The preparation and distribution of three-month and nine-month interim financial statements would not be of significant benefit to investors in Units of the Issuer and, in certain circumstances would be misleading to such investors. The primary activity of the Issuer only occurs on a semi-annual basis. Therefore, three-month and nine-month interim financial statements do not reflect the income of the Issuer as of the end of such periods.
6. The preparation and distribution of an income statement in connection with the interim financial statements and of an income statement and statement of surplus in connection with the annual financial statements would not provide a meaningful presentation of financial information with respect to the investment activities of the Issuer because these statements are intended to be used to report on the financial results of an entity which makes or loses money in its own right.

AND UPON being satisfied that to do so would not be prejudicial to the public interest in that in the circumstances of this particular case, there is adequate justification for so doing;

IT IS ORDERED pursuant to section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from:

- (i) the requirement to file pursuant to section 76(1) of the Act and to send pursuant to section 78 of the Act, three-month and nine-month interim financial statements; and
- (ii) the requirement to include an income statement in the interim financial statements pursuant to section 7(1) of the Regulation to the Act and an income statement and a statement of surplus in the annual financial statements pursuant to section 10(1) of the Regulation to the Act,

PROVIDED THAT:

1. The Issuer shall prepare and distribute to security holders of the Issuer and file with the Commission a statement of change in Unitholders' account in connection with the interim and annual financial statements of the Issuer;
2. These exemptions shall be approved at the next annual meeting of the Unitholders of the Issuer by a majority of the Unitholders entitled to vote thereat and the result of such vote shall be reported to the Commission in writing within ten business days of the meeting; and

3. These exemptions shall terminate forthwith after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

July 9th, 1985.

"Charles Salter"

"R. J. Kane"

2.10 GOLDLUND MINES LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF GOLDLUND MINES LIMITED

ORDER
(Section 140)

WHEREAS the Ontario Securities Commission (the "Commission") issued an order (the "Cease Trading Order") under section 123(3) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") on May 6, 1985 which provided that trading in securities of Goldlund Mines Limited ("Goldlund") shall cease, which Cease Trading Order was continued by order of the Commission on March 20, 1985;

AND WHEREAS Royex Gold Mining Corporation ("Royex") and Campbell Resources Inc. ("Campbell") have applied to the Commission for an order pursuant to section 140 of the Act varying the Cease Trading Order to permit Royex to sell to Campbell 5,000,000 common shares of Goldlund together with an option to acquire 2,345,300 common shares of Goldlund (collectively, the "Securities");

AND UPON it being represented to the Commission that:

1. Royex is a corporation incorporated under the laws of the Province of Ontario, and is a reporting issuer under the Act that is not in default of any of the requirements of the Act or the Regulation made thereunder;
2. Campbell is a corporation incorporated under the laws of Canada, and is a reporting issuer under the Act that is not in default of any of the requirements of the Act or the Regulation made thereunder;
3. Campbell owns approximately 31% of the issued and outstanding common shares of Royex;
4. Goldlund is a corporation incorporated under the laws of the Province of Ontario and is a reporting issuer under the Act;
5. The 5,000,000 common shares of Goldlund owned by Royex represent approximately 32% of the 15,635,226 issued and outstanding common shares of Goldlund;
6. Campbell proposes to sell the common shares of Royex which it owns to International Corona Resources Ltd., and as part of such transaction wishes to re-acquire the Securities from Royex which it originally sold to Royex on August 22, 1984;

AND WHEREAS the Commission is of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that the Cease Trading Order be varied to permit Royex to sell to Campbell the Securities.

ORDERED at Toronto the 26th day of June, 1985.

July 9th, 1985.

"Charles Salter"

"R. J. Kane"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 CARDIFF URANIUM MINES LIMITED

4.1.2 CARLSON MINES LTD.

CARDIFF URANIUM MINES LIMITED
CARLSON MINES LTD.

Temporary cease trading order issued July 8, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 22, 1985, at 10:00 a.m.

4.2 RESCINDING ORDERS

4.2.1 PRONTO EXPLORATION LIMITED

PRONTO EXPLORATION LIMITED

The cease trading order dated June 24, 1985, was rescinded July 9, 1985, the company being now up-to-date with its filings.

4.2.2 NORTH FRONT LIMITED PARTNERSHIP

NORTH FRONT LIMITED PARTNERSHIP

The cease trading order dated July 4, 1985, was rescinded July 9, 1985, the company being now up-to-date with its filings.

4.2.3 HUMBOLDT ENERGY CORPORATION

C;HUMBOLDT ENERGY CORPORATION

The cease trading order dated June 24, 1985, was rescinded July 8, 1985, the company being now up-to-date with its filings.

4.2.4 MUSTO EXPLORATIONS LIMITED

MUSTO EXPLORATIONS LIMITED

The cease trading order dated July 4, 1985, was rescinded July 5, 1985, the company being now up-to-date with its filings.

4.2.5 PELHAM GOLD MINES LIMITED

PELHAM GOLD MINES LIMITED

The cease trading order dated June 19, 1985, and continued July 3, 1985, was rescinded July 5, 1985, the company being now up to date with its filings.

4.2.6 RUPERTSLAND RESOURCES CO. LTD.

RUPERTSLAND RESOURCES CO. LTD.

The cease trading order dated June 6, 1985, and continued June 20, 1985, was rescinded July 5, 1985, the company being now up to date with its filings.

4.3 EXTENDING CEASE TRADING ORDERS

4.3.1 BLAKE RESOURCES LIMITED

4.3.2 CHOICELAND IRON MINES LIMITED

4.3.3 GRANDAD RESOURCES LIMITED

4.3.4 GRASSET LAKE MINES LIMITED

4.3.5 GENERAL ALLIED OIL & GAS CO.

BLAKE RESOURCES LIMITED
CHOICELAND IRON MINES LIMITED
GRANDAD RESOURCES LIMITED
GRASSET LAKE MINES LIMITED
GENERAL ALLIED OIL & GAS CO.

The cease trading order dated June 24, 1985, with respect to each company was continued July 8, 1985, pending each company complying with Part XVII of the Securities Act.

4.3.6 THE SHAWNESSY

THE SHAWNESSY

The cease trading order dated June 25, 1985, was continued July 9, 1985, pending the company complying with Part XVII of the Securities Act.

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
A. H. A. AUTOMOTIVE TECHNOLOGIES CORPORATION	Hobson, Blaine M.	A. H. A. AUTOMOTIVE TECH. CORP.	S	Jun/85	IR			400000
	Stein, Melvyn A. Millichurch Investments Limited		DSB	Jun/85				895066
	Sheppard, John G.			Jun/85	1	194100		194100
ABERFORD RESOURCES LTD		ABERFORD RES LTD	DISI	Jun/85	IR			500
		ABERFORD RES LTD WT		Jun/85	IR	3		250
ACCORD RESOURCES INC.	Wilson, Michael Wilgor Holdings Ltd.	ACCORD RESOURCES INC.	DSB	Jun/85		4000		59000
				Jun/85	1			290000
AGF MANAGEMENT LIMITED	A. G. F. Management Limited	A G F MGMT LTD CL B PFD		Jun/85		13700	13700	---
			R	Jun/85				---
AGRA INDUSTRIES LIMITED	Hamer, Joseph Samuel Family Trust wife	AGRA INDUSTRIES CL B NON-VTG	D	May/85				5967
				Jun/85	1		2000	23000
				Jun/85	1			6400
	McLellan, Angus Thomas		DS	Jun/85		12000		---
				Jun/85			12000	---
	McLellan Management Ltd			Jun/85	1			28150
	Mukuluk Beverages Ltd.			Jun/85	1			4500
	RHSP			Jun/85	1			1850
	Wife			Jun/85	1			8500
	Ritter, Orrin P.		S	Jun/85	X	400	400	---
				Jun/85				---
AHL GROUP LIMITED, THE	Ivaco Inc.	AHL GROUP LTD CLASS X	B	Jun/85	IR			1250852
		AHL GROUP LTD. CLASS Y		Jun/85	IR			625426
	Ivanier, Paul	AHL GROUP LTD CLASS X	D	Jun/85	IR			2
		AHL GROUP LTD. CLASS Y		Jun/85	IR			1
ALBERTA ENERGY COMPANY LTD	MacDonnell, Peter Logie Parkin	ALBERTA ENERGY 7-3/4% CV PFD	D	May/85		500		500
	McFadyen, Hector J. Wife	ALBERTA ENERGY CO 2ND PFD SR 2	S	May/85		500		500
				May/85	1	75		75
	Youell, Gerald W.		SI	May/85		2000		2000
ALCAN ALUMINIUM LIMITED	Bata, Sonja I.	ALCAN ALUM LTD	D	Jun/85	T	29		2402
	Birkett, Caryll Wreford		S	Jun/85	T	15		1850
	Corrigan, Harold Cauldwell		S	Jun/85	T	21		1751
	MacFarlane, Norman Fyfe		S	Jun/85	T	29		2450
ALGOMA CENTRAL RAILWAY	E-L Financial Corporation Limited	ALGOMA CENTRAL RAILWAY	B	Jun/85				237794
	Casualty Company of Canada			Jun/85	T 1	343		36610
	Dominion of Canada-General A/C			Jun/85	T 1	1755		187265
	Dominion of Canada-Life A/C			Jun/85	T 1	490		52301
	Empire Life Insurance Company			Jun/85	T 1	1851		197436
	Empire Life Insurance Company Segregated Fund			Jun/85	T 1	306		32688
ALTEX RESOURCES LTD	Disturnal, Richard Clifford Pan West Resources Ltd.	ALTEX RES LTD	DB	Jun/85			7000	183257

REPORTING ISSUER	INSIDER	SECURITY	REL IN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ALTON CORPORATION, THE	Koyle, William L.	ALTON CORP	DS	May/85		8500		108500
AMAX INC.	Toesjman, Erika H. Husband	AMAX INC	S	May/85 May/85	IR IRI			932 800
AMERADA HESS CORPORATION	Horvath, Louis Amended As Custodian	AMERADA HESS CORP	S	May/85 May/85	G 1		320	1620 19
AMERICAN EXPRESS COMPANY	Norman, Stephen P.	AMERICAN EXPRESS CO WT	S	Jun/85			8	---
AMOCO CORPORATION	Hammond, Joe Phil Amended Wife	AMOCO CORPORATION	S	Apr/85 Jun/85 Apr/85	X X G 1	2626 3400	245	24499 27899 7640
ANDROCK INC.	Rose, Barrie David 547427 Ontario Ltd. Androcan Inc.	ANDROCK INC. CL A NON-VOTING	DSB	Jun/85 Nov/84 Feb/85 May/85 Jun/85 Nov/84 Feb/85 May/85	1 T 1 T 1 T 1 T 1 T 1 T 1 T 1		35000	146954
ARGEN HOLDINGS INC.	McKeag, William John	ARGEN HOLDINGS INC	D	Jun/85			(1000)	---
ASSOCIATED PORCUPINE MINES LIMITED	Associated Porcupine Mines Limited	ASSOC PORCUPINE MINES LTD		Jun/85		1700		3100
ATCO LTD.	Wood, Desmond P.	ATCO LTD CL I NON VOTG ATCO LTD CLASS I	S	Jul/85 Jul/85		800 400		1498 2100
ATLANTIC COAST COPPER CORPORATION LIMITED	Irving, Kenneth Colin Atlantic Coast Copper Corporation Limited First Maritime Mining Corporation Limited FMN Company Limited K.C. Irving Limited Kent Line Limited	ATLANTIC COAST COPPER LTD	BDISI	May/85	1	904		81127
BANK OF BRITISH COLUMBIA	Cox, Victoria M. R.	BANK B C	S	Jun/85	IR			512
BANK OF MONTREAL	Shearson, John F.	BANK OF MONTREAL	S	May/85	IR			273
BANK OF MONTREAL MORTGAGE CORPORATION	Willis, Donald Francis *	SECURITIES	S	Jun/85			500	96
BANK OF MONTREAL REALTY FINANCE LTD.	Shearson, John F.	SECURITIES	S	May/85	IR			---
BANK OF NOVA SCOTIA, THE	Green, Mary-Jean M. Cordillera Centroamericana S. A.	BANK NOVA SCOTIA	D	Jun/85	IRI			14000
	Phoenix, Paul J.		D	Jun/85	IR			500
	Taylor, A. Edward		S	May/85			1200	129
BAR RESOURCES LIMITED	Bar Resources Limited	BAR RES LTD		Jun/85		5000		18500
BATON BROADCASTING INCORPORATED	Goodman, Edwin Alan Heathcort Blvd. Investments Limited	BATON BROADCASTING INC CL A	D	Jun/85	1			---
BELGIUM STANDARD LIMITED	Thomas, William C. BSP	BELGIUM STANDARD LTD	DS	Jun/85	IRI		10000	3500

REPORTING ISSUER	INSIDER	SECURITY	REL IN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BELGIUM STANDARD LIMITED (Continued)	Thomas, William C. Trust	BELGIUM STANDARD LTD	DS	Jun/85	IR1			25000
	Wilder, William Price Whitshed Limited	B G R PRECIOUS METALS INC CL A	D	Jun/85 Jun/85	1	1200		18800 1200
BLACK PHOTO CORPORATION LIMITED	Scott's Hospitality Inc.	BLACK PHOTO LTD	B	Jun/85		40869		4552291
BLACKDOME EXPLORATION LTD.	Kennedy, Thomas R.	BLACKDOME EXPL LTD	D	Jun/85		500		700
BLACKSTONE EXPLORATIONS INC	Dekim Equities Inc. Pentacle Petroleum Resources Inc.	BLACKSTONE EXPL INC	B	Apr/85 May/85 Apr/85	IR1 1 IR1	8000		50001 58001 500000
	Krywenky, Michael	BLACKSTONE EXPL INC VTC PFD SECURITIES	D	Jun/85				---
BOMBARDIER INC	Szymkiewicz, Edward		DS	Jun/85				---
	Auelair, Real	BOMBARDIER INC CL B	S	Apr/85 May/85	V	200 1950		3900
BONANZA RESOURCES LTD.	Analand Corporation	BONANZA RES LTD		May/85		217400		2334076
BRAMALEA LIMITED	Crombie, William J.	BRAMALEA LTD	S	Jun/85 Jun/85 Jun/85		(8316)	(10038) (5334)	6000 ---
	Share Purchase Plans Incentive Stock Purchase Plan	BRAMALEA LTD OPTION		Jun/85 Jun/85	X 1 1 1	5334	5334	4000
BREAKWATER RESOURCES LTD.	Field, Kenneth E.	BRAMALEA LTD 8.75% CON DEB	S	Jun/85			\$225000	\$1175000
	Rankin, Iain 1981 Employee Share Purchase Plan 1983 Employee Share Purchase Plan	BRAMALEA LTD	S	Jun/85 Jun/85 Jun/85		3246 1 1	(3249)	4833 5521 14579
BROOKE BOND INC.	Sample, Lindsay Bruce Amended	BREAKWATER RES LTD	D	Apr/85 Apr/85	M	85600	10000	75128
	Brooke Bond Group Plc Unilever Canada Limited Lever Brothers Limited	BROOKE BOND INC	B	Jun/85 Jun/85 Jun/85 Jul/85	E IR M 1 R 1	800000 800000 800000 800000	800000 800000 800000	--- 800000 --- ---
BRUNSWICK MINING AND SMELTING CORPORATION LIMITED	Irving, Kenneth Colin Atlantic Coast Copper Corporation Limited First Maritime Mining Corporation Limited FMN Company Limited Irving Oil Limited J.D. Irving Limited K.C. Irving Limited Key Anacon Mines Limited	BRUNSWICK MNG & SMLT LTD	BDISI	Jun/85 Jun/85 Jun/85 Jun/85 Jun/85 Jun/85 Jun 85	1 1 1 1 1 1 1	2456 (9404) (6553) (3855) 3896 8390	480684 1840154 1282172 656590 762326 1641658 509400	
	Braide, David Ian William	C I L INC	DS	Jun/85		(2172)		5067
C-I-L INC.	Coombs, Douglas Alan Lloyd		S	Jun/85		(992)		1542

REPORTING ISSUER	INSIDER	SECURITY	REL.N.	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
C-I-L INC. (Continued)	Daviault, Pierre	C I L INC	S	Jun 85		955		956
	Fitzsimmons, Murray Charles		S	Jun 85		955		1912
	Howell, John Alfred		S	Jun/85		855		1796
	Mackinnon, Allan S.		SI	Jun/85	IR			1057
	Zeggeren, Frederik van		S	Jun/85		916		1440
CABRE EXPLORATION LTD	Stovel, Kenneth B. RRSP	CABRE EXPL LTD	S	Jun/85 Jun 85	1		3110	68500 1890
	Cae Industries Ltd.	C A E INDS LTD		Jun/85 Jun/85	R	15000	15000	---
	Cavadias, N. B.		DI	Jun/85			2000	47354
CAMPEAU CORPORATION	Koerner, Michael Milan Nazca Holdings Ltd. RRSP		D	Jun/85 Jun/85	T 1 1	12		3018 1000
	Reid, William A. RRSP		SI	Jun/85 Jun/85	1		2000 200	160 ---
	Beggs, Douglas A. Stock Purchase Plan	CAMPEAU CORP SUB VTG	S	Jun/85 Jul/85	M M 1	5336	5300 5336	46 66797
	Carroll, William John C & S Investors Stock Purchase Plan	CAMPEAU CORP WT CAMPEAU CORP SUB VTG	DS	Jun/85 Jun/85 Jun/85		33600	3600	90000 112458 2600 236969
	John Labatt Limited Ogilvie Mills Ltd.	CANADA MALTING LTD	B	May/85	V 1	248602		372903
CANADA PACKERS INC.	Canada Packers Inc.	CANADA PACKERS INC		Jun/85 Jun/85	R	900	900	---
	Wright, Patrick O. G.	CANADIAN GEN INVTS LTD	DDI	May/85			2000	10490
CANADIAN GENERAL INVESTMENTS LIMITED	Bouthillier, J. H. Jean	CDN IMP BK COMM	S	Jun/85 Jun/85	IR IR			300 150
	Kennedy, Raymond L.	CDN IMP BK COMM	S	Apr/85 Jun/85 Apr/85 Apr/85		1000 1000 500 1000		1000 1100 500 15000
	Osborne, Alexander	SECURITIES	S	Jun/85	IR			---
	Sinclair, D'Alton Lally RRSP	CANADIAN MANOIR IND LTD	D	Jun/85 Jun/85	1		4200	1 5000
CANADIAN PACIFIC ENTERPRISES LIMITED	Nepveu, Paul Aime Lucille Nepveu	CANADIAN PAC ENTERPRISES LTD	DDI	Dec/84 Dec/84	1	70		2001 100
	Phelan, John B. Wife	CANADIAN PAC LTD	S	Apr/85 May/85	T 1 V 1	3 296		445
CANADIAN PACIFIC LIMITED	Thomson, John A.		S	Jun/85		300		600

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN SATELLITE COMMUNICATIONS INC.	Cathton Holdings Ltd.	CDN SATELLITE COMMU INC	B	Jun/85			552000	643509
		CDN SATELLITE COMMU INC UNITS		Jun/85			3200	---
CANADIAN TIRE CORPORATION LIMITED	Billes, Alfred J.	CANADIAN TIRE LTD CL A	D	Jun/85	IR			1426
		CANADIAN TIRE LTD CLASS C		Jun/85	IR			5640
		CANADIAN TIRE LTD CL A	DS	Jun/85			34514	94372
		CANADIAN TIRE LTD CL A		Jun/85	1		1480	550
CANADIAN UTILITIES LIMITED	Kron, John W. Family Holding Co.			Jun/85	1		3300	3300
		CANDIAN TIRE CORP	DS	Jun/85	X		341	
				Jun/85		133		113527
				Jun/85	19		550	---
CANAMAX RESOURCES INC	Indirect Holding	CDN UTILS LTD CL A	B	Jun/85	T 1			
		CDN UTILS LTD CL B		Jun/85			2136	3119839
		CANAMAX RES INC	DS	Jun/85	F 1		6388	7803518
			S	Jun/85			500	5100
CANE CORPORATION	Hansuld, John Alexander			Jun/85	X	3000		---
			S	Jun/85			656	500
		CANE CORP	DS	Jun/85		16000		21029
				Jun/85	1			221000
CCL INDUSTRIES INC.	Pollock, John Arthur Jonpol Explorations Limited Jonpol Investments Ltd.	C C L INDS INC CL B	S	Jun/85	V	240		480
		C C L INDS INC CL A	DS	Jun/85				
		C C L INDS INC CL B		Jun/85	V 1	1000		2000
		CENTRAL TRUST CO	D	Jun/85	V 1	135995		271990
CESSLAND CORPORATION LIMITED	Goodman, Edwin Alan In Trust Suvretta Entertainments Limited			Jun/85	1			758
				Jun/85			528	528
				Jun/85	1	2000		2547
		CESSLAND CORP LTD	B	Jun/85				18060
CFCF INC. CHARTER INDUSTRIES (1982) LTD.	Bishop, Walter Shaver Beltree Holdings Limited Birnamwood Investment Limited			Jun/85	1	6000		377100
				Jun/85	1			30552
		CFCF INC SUBORDINATED VOTING	S	Jun/85	IR			25
		CHARTER INDS (1982) LTD	D	May/85				35450
COIN LAKE GOLD MINES LIMITED	International Factors Corp.			May/85	1	7600		510005
		COIN LAKE GOLD MINES LTD	DS	Jun/85	IR			122657
			DB	Jun/85	IRI			735947
			DSB	Jun/85	IR			613289

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COLECO INDUSTRIES, INC	Bartlestone, Steven D.	SECURITIES		Jul/85	IR			
	Formichella, Mario J.	COLECO INDS INC	D	Jun/85		1000		1100
COLONIAL OIL & GAS LIMITED	McDiarmid, Harvey A. Personal Corporation	COLONIAL OIL & GAS LTD	DS	Jun/85 Jun 85	1		1500 2000	195842 11300
COMAPLEX RESOURCES INTERNATIONAL LTD.	Dickson, Glen D.	COMAPLEX RES INTL LTD	S	Jun/85			3000	1000
COMPUTER INNOVATIONS DISTRI- BUTION INC.	Walker, Timothy J. Indirect Holdings	COMPUTER INNOVATIONS	DI	Jun/85	1		10000	10000
CONSOLIDATED ASCOT PETROLEUM CORPORATION	Gairdner, John Lewis In Trust	CONS ASCOT PETE CORP	D	May/85 May/85 May 85	1 1	5000		3903 774863
CONSOLIDATED NOREX RESOURCES CORP.	Graymont Limited	CONS NOREX RES CORP	B	Jun/85	F	192243		2067725
CONSOLIDATED RAMBLER MINES LIMITED	Irving, Kenneth Colin Indirect Holdings	CONS RAMBLER MINES LTD	B	Apr/85	1	21800		2226718
CONSOLIDATED-BATHURST INC.	Stangeland, Tor Oscar Indirect Holding	CONS BATHURST INC COM SER B	D	Jun/85 Jun/85	T 1	1525		28525 140000
	Turner, Jr. William Ian Mackenzie Wintone Inc. Wintwo Inc.		DS	Jun 85 Jun/85 Jun/85	1 1 1	6873 18861 2343		759533 258933
CONSUMERS DISTRIBUTING COMPANY LIMITED	Robertson, Reginald J. RRSP	CONSUMERS DISTRG LTD CL B	S	Jun/85 Jun/85	1		(600) 1000	1032 1700
CONTRANS CORP	Degroote, Michael George MGD Holdings Ltd.	CONTRANS CORP CLASS B	D	Jun/85	IR1			375000
CONWEST EXPLORATION COMPANY LIMITED	Lamacraft, John Charles	CONWEST EXPL LTD CL B	D	Jun/85			20000	130000
	Patterson, John Andrew RRSP		S	Jun/85 Jun/85	1	100		27610 5500
CORE MARK INTERNATIONAL INC	Burton, George E.	CORE MARK INTL INC NVTG	DS	Jun/85		2000		26000
	Burton, Linda		DS	Jun/85	IR			1000
	Erasmus, Paul		D	Jun/85		2000		2000
CORPORATION FALCONBRIDGE COPPER	Falconbridge Limited	CORP FALCONBRIDGE COPPER	B	Jun 85		76000		6661696
CORRIDA OILS LTD.	Gould, Raymond Gordon	CORRIDA OILS LTD	S	Jun/85			15000	8301
	Harris, Richard J. Share Benefit Plan		DS	Jun/85 Jun/85	1	9911		547186 202584
	McKenzie, Ralph Alexander Share Benefit Plan		DS	Jun/85 Jun/50	1	6079		307450 124263
	Wellhauser, Frederic Jean Share Benefit Plan		DS	Jun 85 Jun 85	1	7753		430407 158481
CRAIBBE-FLETCHER GOLD MINES LIMITED	Brehaut, Charles Henry	CRAIBBE FLETCHER GOLD MINES	D	Apr/85	M		1	---
CROWN LIFE INSURANCE COMPANY	MacQuarrie, James Thomas Northumberland Investments Limited	CROWN LIFE INS CO	DI	Jun/85	1			---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CROWN INC.	Boeckner, Robert G.	CROWN INC CL A	DI	Jun/85		326		1312
	Willmot, Donald Gilpin Willcrest Limited	CROWN INC PREFERRED	DI	Jun/85	1	5400		20000
	Willhaven Limited	CROWN INC \$2 PREFERRED		May/85	1	4000		12000
				May/85	1			24000
DAON DEVELOPMENT CORPORATION	Liddiard, Daniel John *	DAON DEV CORP	S	May/85	X	30000		30000
DART & KRAFT INC.	Paterson, William A.	DART & KRAFT INC	S	May/85	V	3726		5589
	Zipf, George G.		D	May/85	V	2000		3000
DOMTAR INC.	Meyers, Jan A.J.	DOMTAR INC	S	Jun/85	T	26		582
				Jun/85	V	291		
DOW CHEMICAL COMPANY, THE	Blair, Eteyl H. Jointly with wife Savings Plan	DOW CHEM CO	S	Jun/85	V	169		9803
				Jun/85	1			67
				Jun/85	1			1796
				Jun/85	1			2118
	Falla, Enrique C. Jointly with wife Savings Plan		S	Jun/85	V 1	63		4443
				Jun/85	1			483
	Hancock, Wayne M. Custodian Jointly with wife Savings Plan		S	Jun/85			3482	3336
				Jun/85	1			489
				Jun/85	1		162	---
				Jun/85	1			632
	Lundeen, Robert W Savings Plan		DS	Jun/85			2500	38612
				Jun/85	1			3294
				Jun/85	1			2012
	Temple, Joseph G. Jr. Jointly with wife Savings Plan		DS	Jun/85	V	536		19569
				Jun/85	1			997
				Jun/85	1			1762
				Jun/85	1			9976
	Williams, G.J. Savings Plan		DS	Jun/85	G		3000	38367
				Jun/85	1			5324
				Jun/85	G 1	3000		6995
				Jun/85	IR			43000
				Jun/85	IR			\$17500
ECLIPSE CAPITAL CORPORATION	McLean, Stephen E O	ECLIPSE CORP ECLIPSE CAPITAL CORP 12% DEB	D	Jun/85				
EDEN-ROCK MINERAL CORP.	McKenzie, George C.	EDEN-ROCK MINERAL CORP	D	Jun/85		500		170306
EMPIRE COMPANY LIMITED	Richardson, William Herbert	EMPIRE CO LTD CL A	S	May/85			3200	5000
				Jun/85			225000	450000
EQUITABLE MINES LIMITED	Altair Investments Inc.	EQUITABLE MINES LTD	B	Jun/85	IR			225000
	Omnibus International Inc		B	Jun/85	IR			
EQUITY SILVER MINES LIMITED	Bennett, Winslow Wood Winwood Holdings Ltd.	EQUITY SILVER MINES LTD	DS	Jun/85	1			50000
				Jun/85	IR			100000
ERRINGTON GOLD EXPLORATION LTD	Marsh, Eleanor A.	ERRINGTON GOLD EXPL LTD	B	Jun/85				31000
EXROY RESOURCES LTD.	Haney, Wallace William	EXROY RES LTD	D	May/85		30000		
FALCONBRIDGE LIMITED	Cooper, Marsh Alexander M. A. Cooper Holdings Inc.	FALCONBRIDGE LTD	D	May/85	V 1	8900		10000
				Jun/85				100
FATHOM OCEANOLOGY LIMITED	Dragone, A. George Firebrand Investments Inc.	FATHOM OCEANOLOGY LTD	D	Jun/85	1	3750		6800

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FATHOM OCEANOLOGY LIMITED (Continued)	Marsh, John M. Firebrand Investments Inc.	FATHOM OCEANOLOGY LTD	D	Jun/85				100
				Jun/85	1	3750		6800
FEDERAL PIONEER LIMITED	Federal Pioneer Limited	FEDERAL PIONEER 6 3/4% SEC DEB		May/85 May/85	R	\$100000	\$100000	---
FIDINAM PROPERTIES INC.	Tettamanti, Tito Offshore Companies	FIDINAM PROPERTIES INC.	DSB	May/85	1		557026	43121259
		FIDINAM PROPERTIES INC. 1ST PF		May/85	1		714	55273
		FIDINAM PROPERTIES 2ND PF 1		May/85	1	3477		7663
FINANCIAL TRUSTCO CAPITAL LTD.	Pencer, Gerald Norman Grand Banks Private Company Stollark	FINANCIAL TRUSTCO CAP LTD	DSB	Jun/85				264229
				Jun/85	1			1221209
				Jun/85	1			197312
				Jun/85	1	1000		242383
	Whitney, Robert D. RRSP		S	May/85		15000		62267
				May/85	1			5567
FIRST CALGARY PETROLEUMS LTD.	Cascade Development Corporation Ltd. Inland Financial Company Ltd.	FIRST CALGARY PETES LTD	B	May/85		73700		2463828
				May/85	1			116500
FIRST CITY FINANCIAL CORPORATION LTD.	Daughney, Vernon Edward	FIRST CITY FINC CORP OPT	D	May/85		50000		50000
	First City Financial Corporation Ltd	FIRST CITY FINL LTD CL A		Jun/85		100		22600
	Lancaster, Gordon W.	FIRST CITY FINC CORP OPT	S	May/85		25000		25000
	Pekarsky, Daniel U.		DS	May/85		50000		50000
FIRST CITY TRUST COMPANY	First City Financial Corporation Ltd.	FIRST CITY TRUST CO	B	Jun/85		1		1473117
FLEET AEROSPACE CORPORATION	Marsh, John M. E. G. Marsh Limited Marsh Engineering Ltd.	FLEET AEROSPACE CORP WARRANTS	D	Jun/85 Jun/85	1 1	2000		10000 12000
FLYING CROSS PETROLEUM CORP.	Cadesky, Frank Cadre Corporation	FLYING CROSS PETROLEUM CORP	DSB	Jun/85 Jun/85	1	1000		133875 328616
FORD MOTOR COMPANY	Knighton, Charles L. Petersen, Donald Eugene Scott, Will	FORD MOTOR CO	S	Jun/85			7313	---
			DS	Jun/85	G		48	17994
			S	Jun/85	G		100	17286
GALE ENERGY CORPORATION LTD	Phoenix Resources Company	GALE ENERGY CORP	B	Oct/84	IR			4247464
GAZ METROPOLITAIN, INC.	Northern and Central Gas Corporation Limited	GAS MFTN INC 7.85% 2ND PF SR A	B	Jun/85	R		7714	611371
GENDIS INC.	Gendis Inc.	GENDIS INC CL A		Jun/85		20000		222000
GENERAL MOTORS CORPORATION	Ancker-Johnson Betsy Chapman, Charles Sherman Coletta, Patrick J. Savings Stock Purchase Program	GENERAL MOTORS CORP CLASS E	S	May/85	T	267		534
			S	Apr/85			227	---
		GENERAL MTRS CORP	S	Jun/85 Jun/85	X	2610		12816
				Jun/85	1			4060

REPORTING ISSUER	INSIDER	SECURITY	REL'N.	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Coletta, Patrick J. Wife	GENERAL MTRS CORP	S	Jun/85	1			2744
	Coletta, Patrick J. Wife	GENERAL MOTORS CORP CLASS E	S	Jun/85 Jun/85	T T 1	542 137		1084 274
	Cunningham, Alexander A.		S	Jun/85	T	653		1306
	Debbink, John D.		S	Jun/85	T	322		644
	Edman, John R. Wife		S	Jun/85 Jun/85	T T 1	473 51		946 102
	Fallon, Walter A. *	GENERAL MTRS CORP	D	Apr/85		200		1239
	Fisher, Charles T. III. Co-Trustee	GENERAL MOTORS CORP CLASS E	D	Jun/85	T	28		56
	Trustee			Jun/85	T 1	284		568
	Trusts			Jun/85	T 1	35		70
				Jun/85	T 1	41		82
	Frosch, Robert Allan		S	Jun/85	T	44		88
	Grettenberger, John O. Jointly With Wife		S	Jun/85	T 1	479		958
	Hackworth, Donald E. Amended	GENERAL MTRS CORP	S	Jan/85 Feb/85 Apr/85	C C G	750 825	1770	2238 3063 1293
	Savings Stock Purchase Program			Jan/85				419
	Trust			Apr/85	G 1	1770		1770
	Hackworth, Donald E. Amended	GENERAL MOTORS CORP CLASS E	S	Dec/84 Jan/85 Jan/85	Z Z C	73 95 37		73
				Jan/85	C	100		305
				Feb/85		200		505
				Jun/85	T	503		1010
	Hartwig, Eugene L. Custodian for Son		S	Jun/85 Jun/85	T T 1	21 1		42
	Wife			Jun/85	T 1	2		2
				Jun/85		4		4
	Herzog, Raymond Harry Wife	GENERAL MTRS CORP	D	Jun/85 Jun/85	1	100		300 100
	Herzog, Raymond Harry Wife	GENERAL MOTORS CORP CLASS E	D	Jun/85 Jun/85	T T 1	10 5		20 10
	Hoglund, Peter Klinger Wife	GENERAL MTRS CORP	S	Jun/85 Jun/85 Jun/85	G 1 1		4231	4737 4741 4931
	Hoglund, Peter Klinger Wife	GENERAL MOTORS CORP CLASS E	S	Jun/85 Jun/85	1	464 35		928 70
	Horan, John J.		D	Jun/85	T	25		50
	Johnson, Elmer William Joint Tenancy		S	Jun/85 Jun/85	T T	82	82	40
	Trusts			Jun/85	T 1	5		10
	Jones, Courtney F. Savings Stock Purchase Program		S	Jun/85	T	90		180
	Katko, Charles		S	Jun/85	T 1	3		6
				Jun/85	T	571		1253

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Kaye, Diane L.	GENERAL MOTORS CORP CLASS E	S	Jun/85	T	7		14
	Kehrl, Howard H. wife		S	Jun/85 Jun/85	T 1	1559 77		1954 134
	Koci, Ludvik F.		S	Jun/85	T	70		119
	Losh, J. Michael		S	Jun/85		41		82
	Mackinnon, William P.		S	Jun/85	T	295		590
	McDonald, James F. wife		DS	Jun/85 Jun/85	T 1	1290 140		2580 280
	Perot, Henry Ross Children wife		D	Jun/85 Jun/85 Jun/85	T 1 1	3431647 5262 8723		6863294 10524 17146
	Rhame, John E.		S	Jun/85	T	332		664
	Rybicki, Irvin W.		S	Jun/85 Jun/85	T T	425 1000		1850
	Smith Jr., John F. Smith, Brian F. Smith, Kevin M		S	Jun/85 Jun/85 Jun/85	T 1 1	199 7 7		398 14 14
	Smith, Alan F. wife		S	Jun/85 Jun/85	T T	611 611		1222 1222
	wife as Custodian			Jun/85	T	1		2
				Jun/85	T	1		30
				Jun/85	T	15		30
	Stempel, Robert C. wife		S	Jun/85 Jun/85	T 1	93 8		186 16
GEOCRUDE ENERGY INC. RSP Sundown Energy Inc.	Vorhes, James G. James G. Vorhes Trust wife		S	Jun/85 Jun/85 Jun/85	T 1 1	61 211 4		122 122 8
	Warren, Alfred S., Jr. Dividend Reinvestment Plan Savings Stock Purchase Program wife	GENERAL MTRS CORP	S	Jun/85			884	3712
				Jun/85	1			12
				Jun/85	1			3704
				Jun/85	1			39
	Warren, Alfred S., Jr. wife	GENERAL MOTORS CORP CLASS E	S	Jun/85 Jun/85	T 1	185 1		370 2
	Zalecki, Paul Henry		S	Jun/85	T	99		198
	Dabbs, James A. RSP Sundown Energy Inc.	GEOCRUDE ENERGY INC	DS	Jun/85 Jun/85 Jun/85	1 1 1	7000		65160 22000 568264
	Hoar, Timothy S.		S	Jun/85			3500	1000
	Cadre Corporation	GEOVEX PETROLEUM CORP	B	Jun/85		2000		55500
	Bloovol, Marilyn H.	GLOBAL SHELTER LTD OPTION	DI	Jun/85		60000		60000
	Gordon, Morton *	GORDEX MINERALS LTD	DSB	Mar/85 Jun/85 Jun/85	R R F	100000	150000	265289 345462 189212
		GORDEX MINERALS LTD PREF CORDEX MINERALS LTD WARRANTS		Jun/85			100000	100000
	Riddell, Clayton Howard	GROSMONT RES LTD	DB	Jun/85		13500		287043
GROSMONT RESOURCES LTD								

REPORTING ISSUER	INSIDER	SECURITY	REL'N.	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GROSMONT RESOURCES LTD (Continued)	Riddell, Clayton Howard Paramount Resources Ltd	GROSMONT RES LTD	DB	Jun/85	1			1939464
	McKeen, George B. Amended	GROWTH INVEST CORP	D	Mar/85 Mar/85 Mar/85				700 700 400
		GROWTH INVEST CORP OPTIONS GROWTH INVEST CUM RED PART PRE						
H. W. I. INDUSTRIES INC.	McNutt, James C. *	H W I INDS INC	S	Jun/85 Jun/85	X	13700	2500	11200
HARRIS STEEL GROUP INC.	Harris, Milton E. Milton Harris Investments Limited	HARRIS STL GROUP INC CL A	S	Jul/85			108900	158
HAYES-DANA INC.	Coulter, Graham	HAYES DANA INC	D	Jul/85	1			2752180
	Doresco, George D.		D	Apr/85	V	3015		6030
	Morcott, Southwood J.		D	Apr/85	V	10337		20674
	Wettlaufer, John J.		D	Apr/85	V	6645		13290
HELIIX CIRCUITS INC	Hallward, Hugh Graham Argo Enterprises Inc.	HELIIX CIRCUITS INC	D	Apr/85	V	712		1424
	Hallward, Hugh Graham	HELIIX CIRCUITS INC	D	Jun/85 Jun/85	E 1	6800		5000 11800
		HELIIX CIRCUITS INC WT	D	Jun/85 Jun/85	E		2900 6800	---
	Haas-Hawkins, Douglas R	HERITAGE GROUP INC CL A	D	Jun/85		(500)		900
HUMBOLDT ENERGY CORPORATION	Schneider, Howard George Harbour Glen Securities Limited	HERITAGE GROUP INC	DB					
	Lamond, Robert William	HUMBOLDT ENERGY CORP SUB	B	Jun/85	1	552		50971
	Mary J. Lamond RSP			Jun/85		8000		2686283
	Rubicon Investments Ltd			Jun/85 Jun/85 Jun/85	1 1 1			28455 50040 553611
HUSKY OIL LTD.	Blair, Sidney Robert Grass Hill Holdings Ltd.	HUSKY OIL LTD	DDI	Jun/85	1	(16000)		52000
ICI INDUSTRIAL MINERALS LIMITED	Aldward Limited	ICI IND MINERALS LTD	B	May/85	IR			1800000
	Begin, Robert Benefit Plan	IMASCO LTD	S	Mar/85 Mar/85	1	718		4027 2531
	Geib, Klaus P. *	IMPERIAL METALS CORP	D	Jun/85			10000	119860
INTER-CITY GAS CORPORATION	Mills, Robert A.R.		DS	Jun/85			29000	---
	Harding, Wayne Richard Spouse	INTER CITY GAS CORP	DS	Dec/84 Dec/84	1	1560		6580 5000
	Langford, James Alexander	INTL VERIFACT INC	DS	Jun/85 Jun/85		5000	5000	13000
INVERNESS PETROLEUM LTD.	Pedersen, Harold V.	INVERNESS PETE LTD	DS	Jun/85		401		19087
	Backman, Charles G.	IPSCO INC OPTIONS	S	Feb/85		40000		33000
	Kosanovich, Milan		S	Feb/85		40000		66500
	Phillips, Roger		DS	Feb/85		60000		110000
	welch, Leonard G.		DS	Feb/85		25000		13000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IPSCO INC. (Continued)	Yeo, Bruce E. A.	IPSCO INC OPTIONS	S	Feb/85		25000		35000
JANNOCK LIMITED	Paton, William J.R. Wilsah Consultants Ltd.	JANNOCK LTD CL B	D	Jun/85 Jun/85	1		3000	1954 27000
	Willmot, Donald Gilpin Kinghaven Farms Limited Willhaven Limited		D	Jun/85 Jun/85	1 1	50000	50000	50000 ---
JASCAN RESOURCES INC.	Goldhar, Morton Shock Securities Inc.	KAMSACK RES EXPL LTD	DS	Jul/85	1		44842	---
JEDBURGH RESOURCES LIMITED	Mallin, Julius	JEDBURGH RES LTD	DS	Jun/85			40000	146000
JONPOL EXPLORATIONS LIMITED	Pollock, John Arthur Jonpol Investments Ltd. RSP	JONPOL EXPLS LTD	DSB	Jun/85 Jun/85 Jun/85	1 1 1	1500	2000	38502 201500 150000
KENORA PROSPECTORS & MINERS LIMITED	Green, A. Duncan	KENORA PROSPECTORS & MINERS	DS	Jun/85	IR			10
L. K. RESOURCES LTD.	McKinnon, James L.	L K RES LTD CLASS A L K RES LTD CL B	B	May/85 May/85		9799 9799		341585 341585
	McKinnon, Neil Angus Indirect Holdings	L K RES LTD CLASS A	DSB	May/85 May/85	1	9798		129798 23378
	McKinnon, Neil Angus Indirect Holdings	L K RES LTD CL B	DSB	May/85 May/85	1	9799		129799 23377
L.A. VARAH LTD.	Lockie, Richard L.	L.A. VARAH LTD WTS	DS	Jun/85		20000		3375
LAC MINERALS LTD	Mockridge, John Ewart	LAC MINERALS LTD	D	Jun/85		205		860
LAIDLAW TRANSPORTATION LIMITED	Degroote, Michael George MGD Holdings Ltd. Pine Hollow Holding	LAIDLAW TRANSN LTD CL A	DSB	Jun/85 Jun/85 Jun/85	1 1 1	153248	75312	---
	Degroote, Michael George MGD Holdings Ltd.	LAIDLAW TRANSN LTD CL B	DSB	Jun/85 Jun/85 Jun/85	1 1 1	1500	1077938 80848 2796016	10689464 ---
LANPAR TECHNOLOGIES INC.	Dickie, Robert G.	LANPAR TECH INC	S	Apr/85			3750	33750
LANSVIEW RESOURCE CORPORATION	Tokarsky, John Thomas	LANSVIEW RES CORP	S	Jun/85			300	606
LARDER RESOURCES INC.	Harrison, Ernest W.	LARDER RES	B	Jun/85			500000	1258930
LAVA CAP RESOURCES LTD.	Close, R. David	SECURITIES	S	Jul/85	IR			---
	Rourke, Nancy D.		S	Jul/85	IR			---
	Thomas, Peter H.		DS	Jul/85	IR			---
	Triex Trust	LAVA CAP RES LTD	B	Jul/85	IR			3613500
LEIGH INSTRUMENTS LIMITED	Shepherd, John Joseph	LEIGH INSTRUMENTS LTD	DS	Jun/85		2100		11690
LEON'S FURNITURE LIMITED	Leon, Edward Michael Trust	LEONS FURNITURE LTD	DS	Jun/85 Jun/85	1	1000		20002 35220
LOBO GOLD & RESOURCES INC.	Cadre Corporation	LOBO GOLD & RES INC		Jun/85		1000		5000
LOGISTEC CORPORATION	Paquin, Roger Indirect Holdings	LOGISTEC CORP	DS	Jun/85 Mar/85 Jun/85	1 1 1	3200 800	2203	479 14000
LONVEST CORPORATION	Hawkrigg, Melvin M	LONVEST CORP	D	Jul/85	IR			5000

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LONVEST CORPORATION (Continued)	Hawkrigg, Melvin M.	LONVEST CORP WARRANTS	D	Jul/85	IR			2500
	MacDougall, Hartland Molson	LONVEST CORP	DDI	Jun/85	IR			2000
		LONVEST CORP WARRANTS		Jun/85	IR			1000
	Trilon Financial Corporation	LONVEST CORP		Jun/85	IR			21210054
LOUISIANA LAND AND EXPLORATION COMPANY, THE	Moise, Kenneth Joseph *	LOUISIANA LD & EXPL CO	S	Jun/85			850	894
LUXMAR RESOURCES INC.	Melnick, Larry Voting Trust	LUXMAR RES LTD	DS	Jun/85	1	100000		25000
				Jun/85	1		75000	
MADELEINE MINES LTD.	Rapski, John		D	Jun/85			10000	---
	Celotti, Gus V.	MADELEINE MINES LTD	D	Jun/85	IR			107836
MANBAR EXPLORATIONS LIMITED	Singer, Irwin Jaford Holdings Limited	MANBAR EXPL LTD	S	Mar/85	IR1			100000
MARKEL FINANCIAL HOLDINGS LIMITED	Robinson, Thomas M.	SECURITIES	DI	Jun/85	IR			---
MARSHALL DRUMMOND MCALL INC.	Richards, Michael L.	MARSHALL DRUMMOND INC SER A	D	Jun/85		400		1500
MARSHALL MINERALS CORP.	Quaratesi, Stefano 517224 Ontario Limited RRSP	MARSHALL MINERALS CORP	D	Jun/85	1			3000
				Jun/85	1	4000		5000
				Jun/85	1			4000
MASONIC TEMPLE CORPORATION, LIMITED	Share, Robert G.	MASONIC TEMPLE CORP LTD	DS	Jun/85		590		1800
MATT BERRY MINES LTD.	Willcox, John A.	SECURITIES	D	Jun/85	IR			---
MCCHIP RESOURCES INC.	McCloskey, Paul Herbert Boanne Investments Ltd Family Matachewan	MC CHIP RES INC	DS	Jun/85	1			34500
				Jun/85	1	15400		213634
				Jun/85	1			636484
				Jun/85	1			300400
MCDONALD'S CORPORATION	Langley, Jerry G. Custodian Dividend Reinvestment Plan McDESOP Plan Son Stock Sharing Plan	SECURITIES	S	Jun/85	IR1			8
				Jun/85	IR1			69
				Jun/85	IR1			155
				Jun/85	IR1			8
				Jun/85	IR1			1
	Sise, Michael J. Dividend Reinvestment Plan ESOP Plan	MCDONALDS CORP	S	Jun/85	IR			120
				Jun/85	IR1			52
				Jun/85	IR1			29
	Turner, Fred L.		DS	Jun/85	G		300	163357
MEGALODE RESOURCES INC	Cadesky, Frank	MEGALODE RES INC	B	Jun/85		1500		6200
MEGUMA GOLD CORP. LIMITED	Lockerby Family Trust, The	MEGUMA GOLD CORP LTD	K	May/85			38728	10927
				Jun/85			14761	26166
MIDLAND DOHERTY FINANCIAL CORPORATION	Fabbro, Gerald G.	MIDLAND DOHERTY FINL CORP	D	Jun/85			2000	5400
	Kaye, John M.		S	Jun/85			1600	10000
MUTEL CORPORATION	Dutton, Donald	SECURITIES	S	Jun/85	IR			---

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MMC VIDEO ONE CANADA LTD.	Fox, Aerock	MMC VIDEO ONE LTD	DB	Jun/85			3000	478234
MOBIL CORPORATION	Warner, Rawleigh Jr. Trustee	MOBIL CORP	DS	Jun/85 Jun/85	G 1		2684	118444 3200
MOFFAT COMMUNICATIONS LIMITED	Davis, W. A. Employee Stock Purchase Plan Tim Davis Todd Davis Tracy Davis	MOFFAT COMMUNICATIONS LTD	S	Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1	50		13000 950 950 946
MOTHER'S RESTAURANTS LIMITED	Marra, Pasquale Pasquale Marra Enterprises Inc.	MOTHER'S RESTAURANTS LTD	B	Jul/85	1	5000		448011
MOUNTAIN FRONTIER EXPLORATIONS LTD.	Magrill, Gordon Mathew	MOUNTAIN FRONTIER EXPL	DSB	Jun/85		50000	1	1
MUNICIPAL FINANCIAL CORPORATION	Rosenberg, Leonard Exton, Eric Seel Enterprises Limited	MUNICIPAL FINL CORP	DSB D	Jun/85 Jun/85		50000	---	---
MUSCOCHO EXPLORATIONS LIMITED	Flanagan, John Terrence	MUSCOCHO EXPL LTD	DS	Jun/85	1	2000		16400 2017
	RBSB McAdam, John			Apr/85 Apr/85 Jun/85 Jun/85	X X X 1	30000 10000 10000 20000	30000 10000	51959 51959 5400
NATIONAL BANK OF CANADA	Dutil, Marcel E. Indirect Holdings	NATIONAL BANK OF CANADA	D	May/85 Jun/85 May/85	T T T	22 1000 89		2758 6832
	Lamontagne, Mary Schaefer		D	Jun/85		100		1891
NATIONAL BUSINESS SYSTEMS INC.	Gottwald, Hans Bay & Co. Trust	NTL BUSINESS SYSTEMS INC	B	Jun/85 Jun/85 Jun/85 Jun/85	1 E 1 1 E 1	60000	62500 \$500000	550000 62500 ---
	Kelly, Joseph 123939 Canada Inc.	NTL BUSINESS SYSTEMS INC	DI	Jun/85	1	25000		117222
	Kerr, Henry C. Wife		S	Jun/85	1	5300		30300
NEARCTIC RESOURCES INC	Wigirdicyan, Wigirdic H.	SECURITIES	S	Jun/85	IR			---
NEOMAR RESOURCES LIMITED	Sullivan, Patrick J. Robertson, William Richard	NEARCTIC RES INC NEOMAR RES LTD	DS S	Jun/85 Jun/85		25000		---
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Gosine, Raymond Francis Sons	NEOMAR RES LTD NEWFOUNDLAND POWER LTD	S S	Jun/85 Mar/85 Jun/85 Jun/85 Mar/85 Jun/85	 V 1 V 1 V 1 V 1 V 1 V 1	1300		278

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NEWFOUNDLAND LIGHT & POWER CO. LIMITED (Continued)	Gosine, Raymond Francis Sons	NEWFOUNDLAND POWER LTD	S	Jun/85 Mar/85 Jun/85 Jun/85	V 1 1 1 1	69 1 1 76		138
	wife							152
	Henry, Charles Walter	NFLD POWER LTD CLASS A	S	Mar/85 May/85 Jun/85 Mar/85 Jun/85	T 100 3 T 1 T 1	1 100 3 5 5		210 337
	Spouse							
	Henry, Charles Walter	NFLD POWER LTD CLASS B	S	Mar/85 Jun/85	T 35	37 35		2409
NOMA INDUSTRIES LIMITED	Templeton, David Smith Family	NFLD POWER LTD CLASS A	DS	Jun/85 Jun/85	T 1 1	41 (2745)		5490
	Templeton, David Smith	NFLD POWER LTD CLASS B	DS	Jun/85	T	126 2745		16906
	Eckler, Norman Stephen	NOMA INDS LTD (DLTD)	S	Jun/85 Jun/85	V 5000	14000		24000
	Rafelman, Donald	NOMA INDS LTD CL A NOMA INDS LTD CL B	D	Jun/85 Jun/85	V V	43300 200		86800 100
	Pare, Fernand	NORANDA INC UNIT	D	Feb/85		1		1
NORANDA INC.	Zimmerman, Adam Hartley Merman Holdings Ltd.	NORANDA INC	DS	Jun/85 Jun/85	T 1	208		29427 22956
	Zimmerman, Adam Hartley Merman Holdings Ltd. Stock Purchase Plan	NORANDA INC PFD A 9.50%	DS	Jun/85 Jun/85 Jun/85	E E 1 E 1	200 9041 1000		200 9011 1000
	Bane, Thomas G. Savings Plan	NORCEN ENERGY RES LTD VTG		Jun/85 Jun/85			100	7 500
	Caisse De Depot Et Placement Du Quebec	NORCEN ENERGY RES LTD CLASS A	B	Jun/85			52988	1661153
	Norcen Energy Resources Limited	NORCEN ENERGY RES LTD NON-VTG		Jun/85 Jun/85		223800		-
NORTHERN TELECOM LIMITED	Boutin, Andre J.	NORTHERN TELECOM LTD	S	Jun/85	R		100	-
	Pierce, Robert Lorne	NOVA CORP ALTA PFD 12%	DS	May/85			12000	20000
	Oakwood Petroleum Ltd. Amended	OAKWOOD PETES LTD		May/85 May/85 May/85		68600	63000 7800	68600
	Ashley, Franklin D. Savings Plan	OAKWOOD PETES LTD PREF SERS B OCCIDENTAL PETE CORP		Jun/85 Jun/85	X 1	408		108 919
	Haines, Perry V. Co-trustee of John Percy Haines, Jr. trust Thrift Plan		S	Jun/85 Jun/85 Jun/85	X 1 X 1	3494 3452		113550 3496 2809
OCCIDENTAL PETROLEUM CORPORATION	Peterson, Robert L.		DS	Jun/85	X	14077		11351

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OCCIDENTAL PETROLEUM CORPORATION (Continued)	Peterson, Robert L. Savings Plan	OCCIDENTAL PETE CORP	DS	Jun/85	1			4713
	Stern, Gerald M. Savings Plan		S	Jun/85 Jun/85	X 1	5090		21559 4491
	Tinkler, Jack D.		S	Jun/85	X	240		1005
OMEGA HYDROCARBONS LTD	Hall Thomas Jack Alberta Gas Products New North Oil & Gas	OMEGA HYDROCARBONS LTD	DSB	Jun/85 Jun/85 Jun/85	1 1 1	20000		3316120 2384540 184200
OROFINO RESOURCES LIMITED	Harper, Gerald	OROFINO RES LTD	S	Jun/85		3000		4000
OSHAWA GROUP LIMITED, THE	Goldman, Murray C.	OSHAWA GROUP LTD CL A	DS	Mar/85 Jun/85 Jun/85	T T T	347 405 48		84000
PALOMA PETROLEUM LTD.	Adams, Robert John Canadian-American Paloma Holdings Limited	PALOMA PETE LTD	B	Jun/85 Jun/85	1 1	4700		34300 8000000
PANCANADIAN PETROLEUM LTD.	Adams, Walter Joseph		DS	Jun/85		30		210030
PCL INDUSTRIES LIMITED	Rombough, Bartlett B.	PANCANADIAN PETE LTD	DS	May/85		(300)		700
	Beatty, David Sidney RSP Wife	P C L INDS LTD CL A PFD	D	Jun/85 Jun/85	1 1	4900		19900 5000
	Freeman, Roy L.	P C L INDS		Jan/85 Feb/85		500 500		1000
PE BEN OILFIELD SERVICES LTD.	Mitchell, Warren J. A.	PE BEN OILFIELD SVC LTD	D	May/85		1000		21810
	Beech Tree Investments Ltd.			May/85	1			5000
	Craigengower Investments Ltd.			May/85	1			25000
	Qu'Appelle Holdings Ltd			May/85	1			2700
	Registered Retirement Savings Plan Wife			May/85 May/85	1 1			68670 13800
PEERLESS CARPET CORPORATION	Caine, Robert S.	PEERLESS CARPET CORP	DS	Jun/85		5000		5108
PENN WEST PETROLEUM LTD.	Krukoff, Floyd Neil	PENN WEST PETE LTD	S	Jun/85		500		46030
	McMurtry, Gilbert John		D	Jun/85		2000		7700
PEREX RESOURCES INC.	Pollock, John Arthur Jonpol Investments Ltd.	PEREX RES INC	DS	Jun/85 Jun/85	1		10000	3001 42300
PETRO-SUN INTERNATIONAL INC.	Desaulniers, Andre	PETRO SUN INTL INC	D	Jun/85		9400		15400
PHILLIPS PETROLEUM COMPANY	Armstrong, Oliver Wendell Trusts	PHILLIPS PETE CO	S	May/85 May/85	C 1	178		949 9235
	Barr, William Edgar Company Dividend Reinvestment Plan		S	May/85		122		555
	Silas, Cecil J. Dividend Reinvestment Plan		DS	Jun/85 Jun/85	T T	11		58
	Butler, Reginald Michael	PLACE GAS & OIL LTD	D	Jun/85 Jun/85	T T	66		2986 433
PLACE GAS & OIL COMPANY LIMITED				Jun/85		3000		8109

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
POWER CORPORATION OF CANADA	MacBain, John H.	POWER CORP OF CDN OPTIONS	DI	May/85	IR			10000
POWER FINANCIAL CORPORATION	Paine, Paul Britton	POWER CORP CDA	D	Jun/85	IR			30300
	Caisse De Depot Et Placement Du Quebec	POWER FINANCIAL CORP	B					
PROVIGO INC.	Lamontagne, Jean-Louis	PROVIGO INC	S	Jun/85		(6000)	500000	5500000
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	Franklin, Robert H.	PUBLIC SVC ELEC & GAS CO	S	Jun/85		1		428
	Saller, William		S	Jun/85		2		309
QUAKER OATS COMPANY, THE	McKinney, Luther C.	QUAKER OATS CO	S	May/85	X	7028		21568
	Phillips, W. Thomas		S	Jun/85	X	500		500
QUEBEC-TELEPHONE	Caisse De Depot Et Placement Du Quebec	QUEBEC TEL	B					
QUINTEKO RESOURCES LTD	Kochberg, Harold Daughter H. & S. Trust Wife	QUINTEKO RES. LTD.	DS	Jun/85			1445	668695
				Jun/85			5000	109358
				Jun/85	1			4000
				Jun/85	1			19500
				Jun/85	1			15000
RANCHMENS RESOURCES (1976) LTD.	Andrew, Richard William	RANCHMENS RES (1976) LTD CL B	D	Jun/85			15500	59850
REAL TIME DATAPRO LTD.	Anderson, Norman E.	REAL TIME DATAPRO LTD	S	Jun/85		4500		13800
REED STENHOUSE COMPANIES LIMITED	Hicks, Barry Pittwater Investments Limited	REED STENHOUSE LTD CL A	DI	Dec/84	IR1			4215
				Dec/84	T 1	103		4318
	Hope, Iain E. F. DIDCOT Limited		DI	Dec/84	1	219		4740
REITMAN'S (CANADA) LIMITED	Caisse De Depot Et Placement Du Quebec	REITMANS CDA LTD CL A	B	Jun/85			60000	713500
REVELSTOKE COMPANIES LTD.	Roberts, Gordon D. Montreal Trust Co.	REVELSTOKE COS LTD CL A	S	Jun/85	1		1000	28600
				Jun/85				11101
ROGERS CABLESYSTEMS INC.	Watson, Colin D.	ROGERS CABLE SYSTEMS INC CL A	DS	Jun/85		(2000)		12000
ROYAL BANK OF CANADA, THE	Bisaillon, Guy J.	ROYAL BK CDA	S	May/85		(253)		1483
ROYAL TRUSTCO LIMITED	Henstock, Barry A. Trustee Share Plan	ROYAL TRUSTCO LTD CL A CONV	S	May/85	IR1			20000
ROYEX GOLD MINING CORPORATION	Campbell Resources Inc.	ROYEX GOLD MINING CORP	B	Jun/85		1216312	9000000	1611835
				Jun/85				
	Pezim, Murray Zareba Inv. Ltd.		D	May/85	1		154500	100750
SANTA MARIA RESOURCES LIMITED	Plaskett, Gordon G. Indirect Holding	SANTA MARIA RES LTD	DS	Jun/85			390000	310001
				Jun/85	1			97426
SCINTREX LIMITED	Baird, Jon Gillis	SCINTREX LTD	DS	Jun/85	X	2500	500	2000
				Jun/85				357
SCOTT PAPER LIMITED	Pettit, Donald L.	SCOTT PAPER LTD	S	Jun/85	IR			

REPORTING ISSUER	INSIDER	SECURITY	REL A	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCOTT'S HOSPITALITY INC	Davies, Geoffrey Paul	SCOTT'S HOSPITALITY SUB VTG	DS	Jun 85			900	23800
	King, Charles H.		S	Jun 85 Jun/85	X	100	100	---
SELKIRK COMMUNICATIONS LIMITED	Mackay, John Stuart	SELKIRK COMMUNICATIONS CL A	DS	Jun/85			30000	62117
	Indirect Holdings			Jun 85	I		23000	25000
SENAC RESOURCES INC.	Celotti, Gus V.	SENAC RES INC		Jun/85		5000		5000
SHADOWFAX RESOURCES LTD.	Mendicino, John W.	SECURITIES	D	May/85	IR			-
SHEIDIAC BAY RESOURCES INC.	Tokarsky, John Thomas	SHEIDIAC BAY RES INC	S	Jun/85	IR			1
SHELL OIL COMPANY	de Bretteville, Charles	SHELL OIL CO	D	Jun 85		11591		---
	Lehr, Lewis W		D	Jun 85		200		---
	Lindholm, William L.		D	Jun 85		1000		---
	Threet, Jack C.		S	Jun 85		2300		---
	Wise, William T.		S	Jun 85	E	406		---
SHL SYSTEMHOUSE INC.	Sandiford, Peter A.	SHL SYSTEMHOUSE INC	S	Jun 85		5000		5000
	103593 Canada Limited			Jun 85	I			55393
SONOR INVESTMENTS LIMITED	Soubliere, Jean-Pierre	SONOR INVTS LTD 1ST PFD 9.00%	S	Jun 85		1000		2208
	Sonor Investments Limited			Jun 85	R	500	500	-
SOUTHAM INC.	Balfour, Clair St	SOUTHAM INC	DS	Mar/85		1415		208492
	Berriedale Ltd.			Jun 85	I	1541		210037
SPINDLE TOP ENERGY & RESOURCES INC.	Shano, Margaret	SPINDLE TOP ENERGY & RES INC	S	Jun/85		1		157
	Cadre Corporation		B	Jun 85		6000		123184
STANDARD BROADCASTING CORPORATION LIMITED	Billo, Edward J.	STANDARD BROADCASTING LTD		Jun/85		5000		5200
	Bloovol, Marilyn H.		DS	Jun 85	IR			18000
STRATAS CORPORATION LTD, THE	Gilmore, Paul C.	STRATAS CORP LTD OPTIONS	DI	May 85			25600	---
	Keevil, William Brian		D	Jun/85		29000		96000
SYDNEY DEVELOPMENT CORPORATION	Johnson, Douglas	TECK CORP CL B	DS	Jun 85	IR			750
TECK CORPORATION	Nicholls, Sidney Oliver	TECSYN INTL INC	S	Jun 85	X	4000		6250
TECSYN INTERNATIONAL INC.				Jun 85		750		
TEXACO CANADA INC.	de Langley, L. Robert *	TEXACO CDA INC	S	Apr/85		426		60
	Employee Savings Plan			Apr/85	I			7344
TEXAS EASTERN CORPORATION	Walker, Stuart J A	TEXAS EASTERN CORP	S	May 85			203	1056
	Bufkin, I. D.		T	Jun 85		376		21712
TEXAS EASTERN CORPORATION	Employee Stock Purchase Plan			Jun/85	I			12201
	Conaway, J. M.		T	Jun 85		19		726
TEXAS EASTERN CORPORATION	Held by Children			Jun/85	I	1		102
	Stock Purchase Plan			Jun 85	I			116

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEXAS EASTERN CORPORATION (Continued)	King, H.H.	TEXAS EASTERN CORP	S	Jun/85	T	211		13873
	Employee Stock Purchase Plan			Jun/85	1			3716
	wife			Jun/85	1			3
	Seymour, Robert E.			Jun/85	T 1	8		400
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Smith, Frank A.	THIRD CDN GEN INVT TR LTD	D	Jun/85	T 1			135
	DRIP			Apr/85	1	96		4478
				Apr/85	1			4985
	DRIP			Jun/85	T 1	227		
THOMSON NEWSPAPERS LIMITED	Wright, Patrick O. G.	THOMSON NEWSPAPER CLASS A	D	Jun/85	1		2000	3016
	Indirect Holdings			Jun/85	1			218794
	St. Clair McCabe			Jun/85		2000		18700
	Hilland, Douglas Michael			Jun/85				
TIBER ENERGY CORPORATION	James, Guy Colin Langston	TIBER ENERGY CORP	S	Jun/85			10000	1000
	Tiber Energy Corporation			Jun/85		1000		1000
	Peters, Douglas D.			Jun/85		3400		16800
	Van Ginkel, J. S.			Jun/85	IR			7711
TORSTAR CORPORATION	Appotive, Eric M.	TORSTAR CORP CL B	S	Jun/85	E	745		2820
	Franan Holding Ltd.			Jun/85	E	325		1050
				Jun/85	E		30	
				May/85	IR			10000
TRANS CANADA GLASS LTD.		TRACKER RES INC	D	May/85				
				May/85		600		
				Jun/85		600		824043
				Jun/85				
TRANS-CANADA RESOURCES LTD.	Total Eastcan Exploration Limited	TRANS CDA RES LTD CL A	B	Jun/85		3000		1206100
				Jun/85		2700		105000
				Jun/85				
				Jun/85				
TRANSALTA RESOURCES CORPORATION	Transalta Utilities Corporation	TRANSALTA RES CORP	B	Jun/85	E	28873	28873	8853642
				Jun/85	E			172734
				Jun/85			(5380)	12529
				Jun/85			(110000)	93562
TRANSCANADA PIPELINES LIMITED	Couper, Gavin J.	TRANSCANADA PPLNS LTD	S	Apr/85	T	147		
	Latimer, Radcliffe R.			Jun/85				
	TransCanada Pipelines Limited			Jun/85	R	111100		
				Jun/85			129200	81502
TRI POWER PETROLEUM CORPORATION	Woods, George W.	TRI POWER PETE CORP	S	May/85				
	Anand Corporation			May/85			240000	2122000
				Jun/85	IR			---
				Jun/85				
TRILLIUM TELEPHONE SYSTEMS INC	Dutton, Donald	SECURITIES	DI	Jul/85	T 1	10000		30000
	Cornelissen, Machiel			Jul/85	T	10000		30000
	Adriaan			Jul/85	T 1	1100		3300
	Executive Share Purchase Plan			Jul/85	T	5000		15000
TRILON FINANCIAL CORPORATION	Cunningham, Gordon Ross	TRILON FINL CORP CL A	D	Jul/85	T			
	Nominee			Jul/85	T 1			
	Daly, Eric W.			Jul/85	T			
				Jul/85	T			

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRILON FINANCIAL CORPORATION (Continued)	Hawkrigg, Melvin M.	TRILON FINL CORP CL A	DS	Jul/85		13455		40365
TRU-WALL GROUP LIMITED	Olympia & York Developments Limited		B	Jul/85	T	1070150		3210450
	Ursini, Leonard A.	TRU WALL GROUP LTD	DS	Jun/85				24539
	Leonard Ursini Investments Limited			Jun/85	1	600		64400
	Ursini Bros. Limited			Jun/85	1			89484
U A P INC.	Prefontaine, Gaetan Trust	U A P INC CL A U A P INC CLASS B		Jun/85	1	4600	4600	4600
				Jun/85				94662
ULSTER PETROLEUMS LTD.	Ulster Petroleum Ltd.	ULSTER PETES LTD		Jun/85	R	31600	31600	---
				Jun/85				17793
UNICORP RESOURCES LTD.	Mann, George S. Unicorp Canada Corporation	UNICORP RES LTD CL A	DB	Jun/85	1	10000		10106515
	Mann, George S. Unicorp Canada Corporation	UNICORP RES LTD CL B	DB	Jun/85	1	11000		17793
				Jun/85				9788920
	Unicorp Canada Corporation	UNICORP RES LTD CL A		Jun/85		10000		10106515
		UNICORP RES LTD CL B		Jun/85		11000		9788920
UNITED CANADIAN SHARES LIMITED	Riley, Conrad Sanford Sanbert Investments Ltd	UNITED CANADIAN SHS LTD	DS	Jun/85	1	2500		788
				Jun/85				482604
UNITED FINANCIAL MANAGEMENT LTD.	Exco Corporation Limited	UNITED FINL MGMT LTD	B	Jun/85		100		1195455
URANEX RESOURCES LIMITED	Harper, Hugh Grant	URANEX RES LTD	D	Jun/85			5000	222092
VAN DERHOUT ASSOCIATES LIMITED	Van Der Hout, John	VAN DER HOUT ASSOC	DS	Jun/85		1000		44800
VANGUARD TRUST OF CANADA LIMITED	Melnik, David	VANGUARD TRUST OF CDN LTD	DS	Jun/85			3200	96583
VEDRON LIMITED	O'Brien, Joseph Edward	VEDRON LTD	D	Jun/85		26400		95870
VOYAGER EXPLORATIONS LIMITED	Paterson, Donald S. Indirect Holdings	VOYAGER EXPLS LTD	D	Jun/85	M 1	5500	5500	62001
				Jun/85	M 1			5500
VULCAN INDUSTRIAL PACKAGING LIMITED	Jamison, Lyndon G.	VULCAN INDL PACKAGING LTD	D	Jun/85	IR			1000
WALWYN INC	Reid, Alexander D. G.	WALWYN INC SER B PREF	SI	Jun/85		2000		2000
WESTCOAST TRANSMISSION COMPANY LIMITED	Willms, Arthur H.	WESTCOAST TRANSMISSION CONV PF	S	Jun/85		100		100
WOODWARD'S LIMITED	Brown, William George McBride, Merwin	WOODWARD STORES LTD	DS	May '85			251	15002
			S	Jun/85			262	15677
YELLOWKNIFE BEAR RESOURCES INC	Streit, John Douglas	YELLOWKNIFE BEAR RES INC	DS	Jun/85			5000	15869
YORBEAU RESOURCES INC	Ross, George G	YORBEAU RESOURCES INC	S	Feb/85		50000		50000
ZAPATA CORPORATION	Sanford Jr., William P.	ZAPATA CORP		Jun/85		800		800

MANAGEMENT COMPANY	SELLER	DATE OF TRANSACTION	NATURE OF TRANSACTION
MIDLAND DOHERTY LIMITED	Canada Northwest Energy	June, 1985	500 Common Shares
"	Resources of Canada Fund	June, 1985	1,500 Common Shares
"	"	June, 1985	500 Common Shares
"	"	June, 1985	1,000 Common Shares
"	"	June, 1985	2,000 Common Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 27, 1985	Araiche, Manewel J.	BENMILLER INN LIMITED PARTNERSHIP, THE - UNITS	100,000	1 unit(s)
"	Cotton, William H.	"	"	1 "
"	Crossman, Gerald F.	"	"	1 "
"	Dickson, David	"	"	1 "
"	Golden, Ronald G.	"	"	1 "
"	Hanson, Jane D.	"	"	1 "
"	Leah Family Trust	"	"	1 "
"	McCreath, Ralph S.	"	"	1 "
"	Murray, Eric R.	"	"	1 "
"	Rudan, Ronald N.	"	"	1 "
"	Smith, Ronald R.	"	"	1 "
"	Toonen, Jozef M.	"	"	1 "
"	Wright, Patrick O. G.	"	"	1 "
Mar. 20, 1985	Ludwig Engel Canada Ltd.	BRAZLOY METALS INC. SCIENTIFIC RESEARCH TAX DEBENTURES	2,200,000	One
Mar. 28, 1985	McCutcheon Graphics Inc.	"	334,350	One
"	Seeburn Metal Products Limited	"	800,000	One
Feb. 21, 1985	CMP 1985 Mineral Partnership and Company, Limited	CAMPBELL RESOURCES INC. COMMON SHARES	2,500,000	306,926 share(s)
Jun. 28, 1985	First City Financial Corporation Ltd.	CANTEL INC. - CLASS B SUBORDINATE VOTING SHARES	615,546	101,075 share(s)
"	Roger Telecommunications Limited	"	410,362	67,383 share(s)
"	Telemmedia Enterprises Inc.	"	615,546	101,075 share(s)
Jun. 25, 1985	1803 Renaissance Limited	# COUNSEL TRUSTCO CORPORATION SERIES I 9-1/2% CUMULATIVE, REDEEMABLE RETRACTABLE, CONVERTIBLE CLASS C SHARES	10,000	100,000 share(s)
"	423369 Ontario Inc.	"	"	100,000 "
"	479128 Ontario Ltd.	"	300,000	3,000,000 share(s)
"	568768 Ontario Limited	"	50,000	500,000 share(s)
"	Baum Connection, The	"	10,000	100,000 share(s)
"	Beatty, Thomas S.	"	"	100,000 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 25, 1985	Beck, Howard L.	#COUNSEL TRUSTCO CORPORATION SERIES I 9-1/2% CUMULATIVE, REDEMABLE RETRACTABLE, CONVERTIBLE CLASS C SHARES	10,000	100,000 share(s)
"	Calder, Brendan	"	"	100,000 "
"	Calder, Joan M.	"	"	100,000 "
"	Chadwill Coal Company Limited	"	100,000	1,000,000 share(s)
"	Cohen, Warren	"	10,000	100,000 share(s)
"	Con-Drain Company Limited	"	"	100,000 "
"	D A. Williams Investments Ltd.	"	20,000	200,000 share(s)
"	Deb Daal Holding Limited	"	10,000	100,000 share(s)
"	Del Medico, Edward	"	"	100,000 "
"	DMG & Associates	"	"	100,000 "
"	Donald B. Cowie Limited	"	"	100,000 "
"	Dorothy Wuls In Trust	"	"	100,000 "
"	Druxman, Bruce I.	"	"	100,000 "
"	Edward Finkelstein Investments Inc.	"	"	100,000 "
"	Feldman, David	"	"	100,000 "
"	First Marathon Capital Corp	"	"	100,000 "
"	Goldfarb, Stanley	"	"	100,000 "
"	Goldstein, Sol J.	"	"	100,000 "
"	Gozlan, Claude	"	"	100,000 "
"	Granite Valley Holdings Limited	"	"	100,000 "
"	Hill, Norman	"	"	100,000 "
"	Hindex Holdings Limited	"	20,000	200,000 share(s)
"	Hopkinson, R George	"	10,000	100,000 share(s)
"	Howard T Cohen Investments Inc.	"	"	100,000 "
"	Jackson, William B.	"	"	100,000 "
"	Kleinberg, S.	"	20,000	200,000 share(s)
"	Lakeview Estates Limited	"	"	200,000 "
"	Lakeview Estates Ltd	"	10,000	100,000 share(s)

Offering Memorandum

NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 25, 1985	Laurence Finkelstein Investments Inc.	#COUNSEL TRUSTCO CORPORATION SERIES I 9-1/2% CUMULATIVE, REDEEMABLE RETRACTABLE, CONVERTIBLE CLASS C SHARES	10,000	100,000 share(s)
"	Levinsky, Richard	"	"	100,000 "
"	Manufacturers Realty Ltd	"	"	100,000 "
"	Martin, R. Lloyd	"	"	100,000 "
"	Master Management Services Limited	"	"	100,000 "
"	McKiee, Reid N.	"	"	100,000 "
"	Muzzo Management	"	30,000	300,000 share(s)
"	Nightingale Holdings Limited	"	10,000	100,000 share(s)
"	Norman Hill & Associates Limited	"	"	100,000 "
"	Norman Hill Real Estate Limited	"	"	100,000 "
"	Parkstone Holdings Inc.	"	20,000	200,000 share(s)
"	Permanent Developments Ltd.	"	10,000	100,000 share(s)
"	Rantz, Fred L.	"	"	100,000 "
"	Reichmann, Albert	"	50,000	500,000 share(s)
"	Rosenberg, Morris	"	10,000	100,000 share(s)
"	Rotenberg, Barry	"	"	100,000 "
"	Roytor & Co. #15	"	20,000	200,000 share(s)
"	Roytor & Co. #15	"	50,000	500,000 share(s)
"	Sandler, Rosie	"	10,000	100,000 share(s)
"	Sarco Holdings Ltd.	"	"	100,000 "
"	Sarlos & Zukerman Fund, The	"	20,000	200,000 share(s)
"	Silber, Leon	"	10,000	100,000 share(s)
"	Sprackman, Jerome	"	"	100,000 "
"	Stulberg, Mussico Slater Inc.	"	"	100,000 "
"	T S Verde Canada Ltd	"	"	100,000 "
"	Wahl, Ivan S.	"	"	100,000 "
"	Weintraub, Stephen A. & Teresa C.	"	"	100,000 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 25, 1985	World Finance Limited	#COUNSEL TRUSTCO CORPORATION SERIES I 9-1/2% CUMULATIVE, REDEEMABLE RETRACTABLE, CONVERTIBLE CLASS C SHARES	10,000	100,000 share(s)
"	Yakubowicz, Leora	" "	"	100,000 "
"	YMG Investment Counsel Inc.	" "	"	100,000 "
"	York-Hanover Developments Ltd.	" "	20,000	200,000 share(s)
Jun. 25, 1985	Ravelston Corporation Ltd.	DAILY TELEGRAPH PLC, THE PREFERRED ORDINARY SHARES OF 10P EACH	(L) 10,500,000	7,500,000 share(s)
Jun. 20, 1985	Assaad, Moshen F.	#ELEVATION LIMITED PARTNERSHIP UNITS	10,000	100 unit(s)
"	Butcher, Edward R.	" "	"	"
"	Butcher, Helen	" "	20,000	200 unit(s)
"	Conlon, John	" "	5,000	50 unit(s)
"	Cotton, Gary E.	" "	10,000	100 unit(s)
"	Emory, Belkis	" "	"	100 "
"	Fowler, Eric	" "	"	100 "
"	G.D. Hanna Holdings Inc.	" "	20,000	200 unit(s)
"	Gorham, John	" "	10,000	100 unit(s)
"	Hesse, Guy C.	" "	"	100 "
"	Hosier, David	" "	20,000	200 unit(s)
"	Lawson, William H.	" "	15,000	150 unit(s)
"	McIntosh, Donald B.	" "	10,000	100 unit(s)
"	McMath, Graham	" "	"	100 "
"	Ottaway, Keith	" "	"	100 "
"	Parker, Mercedes S.	" "	"	100 "
"	Rechtshaffen, Oscar	" "	"	100 "
"	Savics, Eric	" "	"	100 "
"	Third wave Investments Limited	" "	"	100 "
"	Turvey, Robert M.	" "	20,000	200 unit(s)
"	Wright, Lisa J.	" "	3,000	30 unit(s)
Jul 01, 1985	Innocan Inc.	EPITEK INTERNATIONAL INC. COMMON SHARES	104,741	566,170 share(s)

Offering Memorandum

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jul. 04, 1985	Innocan Inc.	EPITEK INTERNATIONAL INC. COMMON SHARES	175.903	950,831 share(s)
"	Innocan Inc.	"	"	950,831 "
"	Innocan Inc.	"	344.071	1,859,846 share(s)
"	Innocan Inc.	"	405.881	2,193,954 share(s)
Jun. 21, 1985	Janneteau, Gerald M	HERITAGE, THE - UNITS	85.362	1 share(s)
"	Phillips, Major M.	"	85.667	1 share(s)
"	Robins, Geoffrey L.	"	70.717	1 share(s)
"	Sweitzer, Obert D.	"	70.412	1 share(s)
Jun. 28, 1985	Gschwendtner, Rudi & Monika	HW VALUE FUND - UNITS	200.000	20,000 unit(s)
Jun. 25, 1985	CMP 1985 (Quebec) Mineral Partnership and Company, Limited	INCO LIMITED - COMMON SHARES	1,200.000	20,779 share(s)
Jun. 01, 1985	United Lands Corporation Limited	MARLBOROUGH COURT I - UNITS	121.300	1 unit(s)
"	United Lands Corporation Limited	"	122.800	1 unit(s)
"	United Lands Corporation Limited	"	154.4700	1 unit(s)
Jun. 25, 1985	Condessa Technologies Inc.	NELMA INFORMATION INC. COMMON SHARES	750.000	1,500,000 share(s)
May. 01, 1985	Bulmer, C. A. S.	NORPET 1985/86 JOINT VENTURE INTERESTS	100.000	2 2807%
"	Cahoon Ranches Ltd.	"	"	2 2807%
"	Cleland, N. A.	"	"	2 2807%
"	International Petrodata, Inc	"	400.000	9.1228%
"	McCaughy, A. G.	"	50.000	1 1404%
"	Napier Trading Co. Ltd.	"	250.000	5.7018%
"	Norquest Resources Limited	"	100.000	2.2807%
"	North America Life Assurance Company	"	1,500.000	34.2105%
"	Northlake Shipping Ltd.	"	250.000	5 7018%
Jun. 24, 1985	Goldenville Explorations Limited	NORTHUMBERLAND MINES LIMITED COMMON SHARES	1,028.340	1,569,170 share(s)
Jun. 21, 1985	Cineplex Corporation	R-TEK CORPORATION - UNITS	125,000 U.S.	1 unit(s)
"	Royal Trust Company, The as Trustee for the Middlefield Capital Fund.	"	625,000 U.S.	5 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 21, 1985	Adriaanse, John W.	REGENCY, THE - UNITS	107,125	1 unit(s)
"	Bell, Clarence E.	"	114,375	1 unit(s)
"	Buchanan, John N.	"	126,375	1 unit(s)
Jun. 25, 1985	Dunn, Bryan	"	125,875	1 unit(s)
Jun. 21, 1985	Dyer, Terry A.	"	106,375	1 unit(s)
"	Johnson, David	"	213,500	2 unit(s)
"	Liang, David F.	"	119,375	1 unit(s)
"	McAsey, George F.	"	121,875	1 unit(s)
Jun. 25, 1985	McKee, Thomas D.	"	118,375	1 unit(s)
Jun. 21, 1985	Partridge, Timothy J.	"	120,875	1 unit(s)
"	Pitter, C. A. E.	"	"	1
"	Saraza, Milagros F.	"	252,250	2 unit(s)
"	Sharp, James H.	"	120,875	1 unit(s)
"	Stanevicius, Edmund L.	"	"	1
Jun. 25, 1985	Stiver, Harvey G.	"	121,375	1 unit(s)
Jun. 21, 1985	Stelchuk, David L.	"	110,375	1 unit(s)
"	Sykes, P. H.	"	124,875	1 unit(s)
Jun. 25, 1985	Tsai, Yung S.	"	119,375	1 unit(s)
Jun. 21, 1985	Turner, Thomas H.	"	124,875	1 unit(s)
"	Von Schroeter, Immo	"	121,375	1 unit(s)
"	Zaidi, Athar	"	109,875	1 unit(s)
May. 31, 1985	Dofasco Employees' Savings and Profit Sharing Fund and Dofasco Supplementary Retirement Income Plan	REGINA CENTRE HOTEL LIMITED PARTNERSHIP - PARTICIPATING MORTGAGE	4,000,000	\$4,000,000
May. 31, 1985	Westwater Properties Inc.	REGINA CENTRE HOTEL LIMITED PARTNERSHIP - PARTICIPATING NOTE	600,000	\$600,000
May. 31, 1985	393422 Ontario Limited	REGINA CENTRE HOTEL LIMITED PARTNERSHIP - UNITS	250,005	5 unit(s)
"	Burns Fry Corporation and Burns Fry Investments Limited	"	500,010	10 unit(s)
"	Yarngunn Investments and Ronald A. Gunn	"	100,002	2 unit(s)
Apr. 30, 1985	Campbell Resources Inc.	ROYEX GOLD MINING CORPORATION COMMON SHARES	4,500,000	1,256,983 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE, \$	AMOUNT
Jun. 26, 1985	Welsh, Richard W.	SANTA MARIA RESOURCES LIMITED COMMON SHARES	100,000	400,000 share(s)
Jun. 14, 1985	Vangus Resources (1985) Ltd.	SARLOS & ZUKERMAN FUND, THE UNITS	100,000	100 unit(s)
Jun. 20, 1985	First Plazas Inc.	SARLOS & ZUKERMAN INVESTMENT FUND INC., THE - UNITS	100,100	100 unit(s)
"	Markle, D. O.	"	"	100 "
Jun. 27, 1985	CEC Employees' Pension Fund	SILTRONICS LTD. COMMON SHARES	225,000	100,000 share(s)
"	Dofasco Employees' Savings and Profit Sharing Fund	"	562,500	250,000 share(s)
"	Dofasco Supplementary Retirement Income Plan	"	"	250,000 "
Jun. 21, 1985	Flazia Bentin Inc. (Panama)	TREASURE VALLEY EXPLORATIONS LTD. - COMMON SHARES	37,000,000	9,000,000 share(s)
Jun. 27, 1985	Lorebo Ltd.	"	200,000	130,000 share(s)
May. 31, 1985	Carapella, Joseph R.	VILLAGE CORNERS LIMITED PARTNERSHIP - UNIT	30,000	1 unit(s)

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Jun. 13, 1985	Aug. 08, 1983	McGill University Pension Fund	CONWEST EXPLORATION COMPANY LTD. - CLASS B SUBORDINATE VOTING SHARES	54,250	5,000 share(s)
Jun. 25, 1985	Nov. 21, 1983	Montreal Trust Company of Canada A/C T903600	LAIDLAW TRANSPORTATION LIMITED CLASS B SHARES	29,687	5,000 share(s)
Jun. 28, 1985	"	"	"	29,687	5,000 "
"	"	"	"	89,062	15,000 "
Jun. 26, 1985	Aug. 18, 1983	Montreal Trust Company of Canada A/C T907590	OAKWOOD PETROLEUMS LIMITED CLASS A SHARES	100,000	10,000 share(s)
Jun. 25, 1985	Jun. 17, 1983	Mutual Life Assurance Company of Canada	PEOPLES JEWELLERS LTD. COMMON SHARES	2,050	200 share(s)
Jun. 24, 1985	Oct. 18, 1983	Manufacturers Life Insurance Company, The	SHERITT GORDON MINES LIMITED COMMON SHARES	3,437	500 share(s)
"	"	"	"	168,750	25,000 "
Jun. 10, 1985	May. 24, 1984	Montreal Trust Company of Canada A C T900230	STEINBERG INC. - \$2.72 CUMULATIVE CONVERTIBLE THIRD PREFERRED SERIES I	21,168	700 share(s)

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
Pyke, Murray W.	COMAPLEX RESOURCES INTERNATIONAL LTD. COMMON SHARES	20,000 share (s)
RCI Cablesystems Holdings Limited	ROGERS CABLESYSTEMS INC. - CLASS B SHARES	1,500,000 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

VARIATION OF OFFER

C.I.L. INC.

NOTICE OF INTENTION - FORM 35

DUNCAN PARK HOLDINGS CORPORATION

FLEET AEROSPACE CORPORATION

ISSUER BID

MIKES SUBMARINES INC.

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
607279 ONTARIO LIMITED	TAKEOVER/FORM 35
ACCESS BANKING NETWORK INC.	NAME CHANGE
ACKLANDS LTD.	PRESS RELEASE
ACTION TRADERS INC.	PRESS RELEASE
ADVANCE MURGOR EXPLORATIONS LIMITED	CERTIF. OF MAILING
AHL GROUP LIMITED, THE	TAKEOVER/FORM 35
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	T.S.E. MATERIAL
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALLIED CANADIAN FUND	PRELIM. PROSPECTUS
ALLIED CANADIAN FUND	APPENDICES TO PRO.
ALLIED DIVIDEND FUND	PRELIM. PROSPECTUS
ALLIED DIVIDEND FUND	APPENDICES TO PRO.
ALLIED INCOME FUND	PRELIM. PROSPECTUS
ALLIED INCOME FUND	APPENDICES TO PRO.
ALLIED INTERNATIONAL FUND	PRELIM. PROSPECTUS
ALLIED INTERNATIONAL FUND	APPENDICES TO PRO.
ALLIED MONEY FUND	PRELIM. PROSPECTUS
ALLIED MONEY FUND	APPENDICES TO PRO.
AME LIMITED	RULING/ORDER/REASONS
AMERICAN QUASAR PETROLEUM CO.	RULING/ORDER/REASONS
AMPAL-AMERICAN ISRAEL CORPORATION	FORM 10K
ANSIL RESOURCES LIMITED	EMPLOYEE STOCK OPTIO
ANTHES INDUSTRIES INC.	IFS 6 MN AP 30 85
AQUITAINE SHORES APARTMENT PROJECT -	IFS 6 MN AP 30 85
ARGCEN HOLDINGS INC.	T.S.E. MATERIAL
ARGENTEX RESOURCE EXPLORATION CORP.	CERTIF. OF MAILING
ASTRAL BELLEVUE PATHE INC.	IFS 12 MN FE 23 85
ATLAS YELLOWKNIFE RESOURCES LIMITED	FORM 27-MAT. CHANGE
ATLAS YELLOWKNIFE RESOURCES LIMITED	CERTIF. OF MAILING
AUPAN RED LAKE RESOURCES LTD.	RULING/ORDER/REASONS
BANK OF NOVA SCOTIA	T.S.E. MATERIAL
BANK OF NOVA SCOTIA	PRESS RELEASE
BARRICK RESOURCES CORPORATION	T.S.E. MATERIAL
BARRICK RESOURCES CORPORATION	CHANGE DIRECTORS
BARRICK RESOURCES CORPORATION	PRESS RELEASE
BARYMIN EXPLORATIONS LIMITED	AUD. ANN. FIN: STMT.
BARYMIN EXPLORATIONS LIMITED	RULING/ORDER/REASONS
BATHURST PAPER LIMITED	PRESS RELEASE
BATON BROADCASTING INCORPORATED	IFS 9 MN MY 31 85
BATON BROADCASTING INCORPORATED	PRESS RELEASE
BAXTER TECHNOLOGIES CORPORATION	PRESS RELEASE
BAY TERRACE PARTNERSHIP	SHRHLDRS. MTNG. MAT.
BEAU CANADA EXPLORATION LTD.	T.S.E. MATERIAL
BELL CANADA	PRESS RELEASE
BELL CANADA ENTERPRISES INC.	COMMON SHARE ISSUE
BIJOU MINES & OILS LIMITED	CERTIF. OF MAILING

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ISSUER	TITLE
BLACKSTONE EXPLORATIONS INC.	SHRHLDRS. MTNG. MAT.
BLUESKY OIL AND GAS LTD.	PRESS RELEASE
BOMBARDIER INC.	PRESS RELEASE
BOMBARDIER INC.	PRESS RELEASE
BOW VALLEY INDUSTRIES LTD.	FORM 27-MAT. CHANGE
BRAESWOOD EXPLORATIONS LIMITED	IFS 9 MN MY 31 85
BRAMALEA LIMITED	IFS 3 MN AP 30 85
BRISA INTERNATIONAL S.A.	IFS 3 MN MR 31 85
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BROWN-MCDADE RESOURCES LIMITED	PRIVATE PLACEMENTS
BROWN-MCDADE RESOURCES LIMITED	PRIVATE PLACEMENTS
BRUNSWICK MINING AND SMELTING	SHRHLDRS. MTNG. MAT.
C-I-L INC.	AUD. ANN. FIN. STMT.
CABLESHARE INC.	PRESS RELEASE
CABRE EXPLORATION LTD.	IFS 9 MN AP 30 85
CADILLAC FAIRVIEW CORPORATION LIMITED	PRESS RELEASE
CADILLAC FAIRVIEW CORPORATION LIMITED	CAPITAL REORGANIZATI
CADILLAC FAIRVIEW CORPORATION LIMITED	PRESS RELEASE
CALGARY CENTRE HOLDINGS LTD.	PROSPECTUS
CALIFORNIA CLUB MALL LIMITED PARTNERSHIP	DISSOLUTION
CAMEL OIL & GAS LTD.	PRESS RELEASE
CAMINDEX MINES LIMITED	IFS 3 MN MR 31 85
CAMINDEX MINES LIMITED	CERTIF. OF MAILING
CAMPBELL RESOURCES INC.	PRESS RELEASE
CAMPBELL SOUP COMPANY LTD.	IFS 9 MN AP 28 85
CAMPEAU CORPORATION	PROSPECTUS
CANADA DEVELOPMENT CORPORATION	FORM 27-MAT. CHANGE
CANADA DEVELOPMENT CORPORATION	PROCEEDINGS OF ANNUA
CANADA SAFEWAY LIMITED	PRESS RELEASE
CANADIAN IMPERIAL BANK OF COMMERCE	IFS 6 MN AP 30 85
CANADIAN IMPERIAL BANK OF COMMERCE	PRESS RELEASE
CANADIAN IMPERIAL BANK OF COMMERCE	SALE OF SHARES
CANADIAN INVESTMENT FUND LTD.	APPLICATION
CANADIAN LENCOURT MINES LIMITED	SHRHLDRS. MTNG. MAT.
CANADIAN PIONEER OILS LTD.	PRESS RELEASE
CANADIAN TIRE CORPORATION LIMITED	CERTIF. OF MAILING
CANAMAX RESOURCES INC.	T.S.E. MATERIAL
CANAMAX RESOURCES INC.	PRESS RELEASE
CANAMAX RESOURCES INC.	CHANGE DIRECTORS
CANTERRA ENERGY LTD.	T.S.E. MATERIAL
CANTERRA ENERGY LTD.	PRESS RELEASE
CARENA-BANCORP HOLDINGS INC.	T.S.E. MATERIAL
CARENA-BANCORP HOLDINGS INC.	NAME CHANGE
CARENA-BANCORP HOLDINGS INC.	PRESS RELEASE
CARENA-BANCORP HOLDINGS INC.	NAME CHANGE
CARLING GOLD RESOURCES INC.	CHANGE DIRECTORS
CARLYLE ENERGY LTD.	PRESS RELEASE

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ISSUER	TITLE
CCL INDUSTRIES INC.	EXEMPT FIN. NOTICE
CCL INDUSTRIES INC.	PRESS RELEASE
CCL INDUSTRIES INC.	EXEMPT FIN. NOTICE
CFCF INC.	T.S.E. MATERIAL
CHAPEL BAY EXPLORATIONS INC.	SHRHLDRS. MTNG. MAT.
CHAPEL BAY EXPLORATIONS INC.	CERTIF. OF MAILING
CHATEAU STORES OF CANADA LTD.	SHRHLDRS. MTNG. MAT.
CINEPLEX CORPORATION	PRESS RELEASE
CLAREVIEW GARDENS APARTMENT PROJECT	IFS 3 MN MR 31 85
CLAREVIEW GARDENS APARTMENT PROJECT	RULING/ORDER/REASONS
CLEYO RESOURCES INC.	AMENDMENT TO PROSPEC
COHO RESOURCES LIMITED	T.S.E. MATERIAL
COIN LAKE GOLD MINES LTD.	T.S.E. MATERIAL
COIN LAKE GOLD MINES LTD.	PRESS RELEASE
COLECO INDUSTRIES, INC.	FORM 8-K
COMINCO LTD.	PRESS RELEASE
COMPUTALOG GEARHART LTD.	PRESS RELEASE
COMPUTALOG GEARHART LTD.	SHRHLDRS. MTNG. MAT.
CONISIL MINES LIMITED	SHRHLDRS. MTNG. MAT.
CONSOLIDATED MARBENOR MINES LTD.	IFS 6 MN AP 30 85
CONSOLIDATED NATURAL GAS COMPANY	RULING/ORDER/REASONS
CONSOLIDATED-BATHURST INC.	PRESS RELEASE
CONSOLIDATED-BATHURST INC.	PRESS RELEASE
CONSUMERS DISTRIBUTING COMPANY LIMITED	AUD. ANN. FIN. STMT.
CONSUMERS DISTRIBUTING COMPANY LIMITED	CERTIF. OF MAILING
CONTINENTAL BANK CAPITAL CORPORATION	IFS 6 MN AP 30 85
CONTINENTAL BANK FINANCIAL CORPORATION	IFS 6 MN AP 30 85
CONTINENTAL BANK LEASING CORPORATION	IFS 6 MN AP 30 85
CONTINENTAL BANK REALTY CORP.	IFS 6 MN AP 30 85
CONTRANS CORP.	T.S.E. MATERIAL
CORBY DISTILLERIES LIMITED	PRESS RELEASE
COVINGTON SPRINGS EXPLORATIONS INC.	IFS 9 MN AP 30 85
CURRAN BAY RESOURCE LTD.	IFS 6 MN MY 31 85
CZAR RESOURCES LTD.	PRESS RELEASE
D'OR VAL MINES LTD.	IFS 6 MN AP 30 85
D'OR VAL MINES LTD.	PRESS RELEASE
D'OR VAL MINES LTD.	T.S.E. MATERIAL
DALTONS (1834) LIMITED	TAKEOVER/FORM 35
DAON DEVELOPMENT CORPORATION	IFS 6 MN AP 30 85
DAON DEVELOPMENT CORPORATION	PRESS RELEASE
DATA CROWN INC.	FORM 28-ANN. FILING
DATTEL INDUSTRIES INC.	PRESS RELEASE
DENOM RESOURCES INC.	PRIVATE PLACEMENTS
DIVERSIFIED CREDIT CORPORATION LIMITED	RULING/ORDER/REASONS
DIVERSIFIED CREDIT CORPORATION LIMITED	APPLICATION
DOME PETROLEUM LIMITED	ANNUAL INFO. FORM
DOMINION EXPLORERS LIMITED	PRESS RELEASE
DOMINION EXPLORERS LIMITED	T.S.E. MATERIAL

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DOMINION EXPLORERS LIMITED	T.S.E. MATERIAL
DOMINION EXPLORERS LIMITED	MERGER-AMALGAMATION
DOMINION EXPLORERS LIMITED	SHRHLDRS. MTNG. MAT.
DOMINION EXPLORERS LIMITED	FORM 27-MAT. CHANGE
DOMINION EXPLORERS LIMITED	PRESS RELEASE
DOMINION EXPLORERS LIMITED	SHRHLDRS. MTNG. MAT.
DOMTAR INC.	T.S.E. MATERIAL
DOVERCLIFF MINERALS LTD.	IFS 9 MN AP 30 85
DSP EDUCATION TRUST	PROSPECTUS
DUNOIL RESOURCES LTD.	IFS 3 MN MR 31 85
DURHAM HEIGHTS LIMITED PARTNERSHIP	OFFERING MEMORANDUM
DYLEX LIMITED	APPROVE STOCK SPLIT
DYLEX LIMITED	SHRHLDRS. MTNG. MAT.
DYNEX PETROLEUM LTD.	CERTIF. OF MAILING
EAST COAST ENERGY LTD.	RULING/ORDER/REASONS
ECHO BAY MINES LTD.	PRESS RELEASE
ECLIPSE CAPITAL CORPORATION	FORM 27-MAT. CHANGE
EL BONANZA MINING CORPORATION LIMITED	AUD. ANN. FIN. STMT.
EL BONANZA MINING CORPORATION LIMITED	RULING/ORDER/REASONS
ENERGY & PRECIOUS METALS INC.	SHRHLDRS. MTNG. MAT.
ENERTEC CORPORATION	10Q 3 MN MR 31 85
ENERTEC CORPORATION	PRESS RELEASE
EQUITABLE MINES LIMITED	CERTIF. OF MAILING
EQUITY SILVER MINES LIMITED	PRESS RELEASE
EQUITY SILVER MINES LIMITED	T.S.E. MATERIAL
ERICKSON GOLD MINES LTD.	PRESS RELEASE
FALCON POINT RESOURCES LIMITED	LISTING ON A.S.E.
FALCON POINT RESOURCES LIMITED	AMENDMENT TO PROSPEC
FEDERAL INDUSTRIES LTD.	PRESS RELEASE
FINANCIAL TRUSTCO CAPITAL LTD.	PRESS RELEASE
FIRST MERCANTILE CURRENCY FUND, INC.,	APPLICATION
FIRST MERCANTILE CURRENCY FUND, INC.,	RULING/ORDER/REASONS
FISCON INVESTMENT FUND	PROSPECTUS
FLANAGAN MCADAM RESOURCES INC	PRIVATE PLACEMENTS
FORD CREDIT CANADA LIMITED	FORM 29 OR ACFC
FORT KNOX GOLD RESOURCES INC.	T.S.E. MATERIAL
FORT KNOX GOLD RESOURCES INC.	T.S.E. MATERIAL
FRODAC CONSOLIDATED ENERGY RESOURCES	AUD. ANN. FIN. STMT.
FRODAC CONSOLIDATED ENERGY RESOURCES	SHRHLDRS. MTNG. MAT.
FRODAC CONSOLIDATED ENERGY RESOURCES	RULING/ORDER/REASONS
FUTURTEK COMMUNICATIONS INC.	PRESS RELEASE
GALACTIC RESOURCES LTD.	PROSPECTUS
GARRISON CREEK CONSOLIDATED MINES	SHRHLDRS. MTNG. MAT.
GASPEISIE SOCIETE D'EXPLORATIONS	INTERIM REPORT, PERI
GENSTAR CORPORATION	CHAIRMAN'S REMARKS A
GENSTAR CORPORATION	PRELIM. PROSPECTUS
GERMAN HOUSE TORONTO INC.	IFS 3 MN MR 31 85
GIBRALTAR MINES LIMITED	PRIVATE PLACEMENTS

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GOLDEN BRIAR MINES LIMITED	IFS 3 MN MR 31 85
GOLDEN CARIBOU EXPLORATIONS INC.	SHRHLDRS. MTNG. MAT.
GOLDEN EARTH RESOURCES INC.	RULING/ORDER/REASONS
GOLDEN SCEPTRE RESOURCES LTD.	PRESS RELEASE
GOLDEN SHAFT MINES LIMITED	CHANGE OF ADDRESS
GOLDEN STAR RESOURCES LTD.	PRESS RELEASE
GOLDENVILLE EXPLORATIONS LIMITED	PRESS RELEASE
GOLDEX MINES LIMITED	PRELIM. PROSPECTUS
GOLDSIL MINING-MILLING INC.	RULING/ORDER/REASONS
GORDEX MINERALS LIMITED	WARRANTS FOR THE PUR
GRANGES EXPLORATION LTD.	PRESS RELEASE
GRANITE RESORTS INC.	RESTATED FINANCIAL S
GRANITE RESORTS INC.	RESTATED FINANCIAL S
GREENWICH RESOURCES INC.	APPLICATION
GUARDIAN-MORTON SHULMAN PRECIOUS METALS	PRESS RELEASE
GUARDIAN-MORTON SHULMAN PRECIOUS METALS	PRESS RELEASE
H.O. FINANCIAL LTD.	IFS 3 MN MY 31 85
HALE RESOURCES LIMITED	10Q 3 MN FE 28 85
HAMILTON GROUP LIMITED, THE	PRESS RELEASE
HARDEE FARMS INTERNATIONAL LTD.	ANNUAL REPORT
HARDEE FARMS INTERNATIONAL LTD.	SHRHLDRS. MTNG. MAT.
HARDEE FARMS INTERNATIONAL LTD.	SHRHLDRS. MTNG. MAT.
HARDING CARPETS LIMITED	CERTIF. OF MAILING
HARDING CARPETS LIMITED	PRESS RELEASE
HARTCO ENTERPRISES INC.	IFS 13 WK AP 27 85
HARTCO ENTERPRISES INC.	CERTIFIED INTERIMS,
HARTE RESOURCES LTD.	INTERIM FINANCIAL ST
HARTE RESOURCES LTD.	CERTIF. OF MAILING
HARVARD GROWTH FUND LIMITED	AUD. ANN. FIN. STMT.
HELIX CIRCUITS INC.	PRESS RELEASE
HELIX CIRCUITS INC.	T.S.E. MATERIAL
HELIX CIRCUITS INC.	PRESS RELEASE
HELIX CIRCUITS INC.	PRESS RELEASE
HIGHBOURNE EXPLORATIONS LIMITED	PRESS RELEASE
HIGHLAND QUEEN SPORTSWEAR LIMITED	SHRHLDRS. MTNG. MAT.
HIGHLAND QUEEN SPORTSWEAR LIMITED	CERTIF. OF MAILING
HOLLINGER ARGUS LIMITED	PRESS RELEASE
HOLLINGER ARGUS LIMITED	PRESS RELEASE
HOLLINGER ARGUS LIMITED	PRESS RELEASE
HOLLINGER ARGUS LIMITED	PRESS RELEASE
HOME OIL COMPANY LIMITED	IFS 6 MN MR 31 85
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUDSON'S BAY COMPANY ACCEPTANCE LIMITED	FORM 28-ANN. FILING
HUSKY INJECTION MOLDING SYSTEMS LTD.	PRIVATE PLACEMENTS
HYDRA EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
I.T.L. INDUSTRIES LIMITED	INTERIM FINANCIAL ST
I.T.L. INDUSTRIES LIMITED	PRESS RELEASE

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ISSUER	TITLE
ICAN RESOURCES LTD.	QUARTERLY REPORT. TO
ICOR OIL & GAS COMPANY LTD.	IFS 3 MN AP 30 85
ICOR OIL & GAS COMPANY LTD.	PRESS RELEASE
ICOR OIL & GAS COMPANY LTD.	SHRHLDRS. MTNG. MAT.
IMASCO LIMITED	PRESS RELEASE
IMPERIAL METALS CORPORATION	ADVANCE NOTICE OF AN
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INITIATIVE EXPLORATIONS INC.	IFS 6 MN AP 30 85
INNOPAC INC.	T.S.E. MATERIAL
INSPIRATION RESOURCES CORPORATION	PRESS RELEASE
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INSTANTEL INC.	PRIVATE PLACEMENTS
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INTERLAKE DEVELOPMENT CORP.	PRESS RELEASE
INTERNATIONAL ATLANTIS RESOURCES LTD.	TAKEOVER/FORM 35
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INTERNATIONAL CHEMALLOY CORPORATION	RULING/ORDER/REASONS
INTERNATIONAL CORONA RESOURCES LIMITED	CERTIF. OF MAILING
INTERNATIONAL PHOENIX CAPITAL CORP.	PRIVATE PLACEMENTS
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INVERNESS PETROLEUM LTD.	ANNUAL INFO. FORM
INVESTORS MUTUAL OF CANADA LIMITED	CERTIFIED INTERIM RE
IPSCO INC.	IFS 6 MN AP 30 85
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JOHN DEERE FINANCE LIMITED	IFS 6 MN AP 30 85
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KALAMA CHEMICAL, INC.	RULING/ORDER/REASONS
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KAPUSKASING RESOURCES LTD.	ANNUAL REPORT
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KARNS, ROBERT E.	RULING/ORDER/REASONS
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KINGSCROSS RESOURCES INC.	AUD. ANN. FIN. STMT.
KINGSWOOD EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.
KINTU URANIUM MINES LTD.	SIGNED FINANCIAL STA
LA LUZ MINES LIMITED	PRESS RELEASE
LA LUZ MINES LIMITED	T.S.E. MATERIAL
LA VERENDRYE MANAGEMENT CORPORATION	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE

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LANDMARK GROWTH FUND LIMITED	NOTICE CONCERNING WI
LAVA CAP RESOURCES LTD.	PRESS RELEASE
LEVY INDUSTRIES LIMITED	ANNUAL REPORT
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MOLCO INDUSTRIES LIMITED	AUD. ANN. FIN. STMT.
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MORGAN TRUSTCO INC.	IFS 3 MN MR 31 85
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MOSS RESOURCES LTD.	PRESS RELEASE
MOTHER'S RESTAURANTS LIMITED	PRIVATE PLACEMENTS
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NATIONAL BUSINESS SYSTEMS INC.	IFS 6 MN MR 31 85
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NU-WEST GROUP LIMITED	CERTIFIED INTERIM RE

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O'BRIEN ENERGY & RESOURCES LIMITED	T.S.E. MATERIAL
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QUEBEC STURGEON RIVER MINES LIMITED	T.S.E. MATERIAL

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RALEIGH RESOURCES LTD.	IFS 3 MN AP 30 85
RALEIGH RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
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SELKIRK COMMUNICATIONS LIMITED	PRESS RELEASE
SELKIRK COMMUNICATIONS LIMITED	PRESS RELEASE

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUS RECEIVED

11.1.1 MONTHLY PAYMENT PORTFOLIO - SERIES 3

July 5, 1985

Monthly Payment Portfolio - Series 3

National Issue - Ontario

Offering * monthly payment trust units at a price of \$ * per unit.

Agents: Nesbitt Thomson Bongard Inc.
Pemberton Houston Willoughby Incorporated

11.2 PRELIMINARY SIMPLIFIED PROSPECTUSES RECEIVED

11.2.1 GYRO EQUITY FUND

July 3, 1985

Gyro Equity Fund

National Issue - Ontario

Offering mutual fund units on a continuous basis at their net asset value.

Distributor: The Canada Trust Company

11.2.2 ALTAMIRA INCOME FUND

July 4, 1985

Altamira Income Fund

Offering mutual fund units at the net asset value per unit on a continuous basis.

Distributor: Registered Dealers in Ontario

11.3 FINAL RECEIPTS ISSUED

11.3.1 CALGARY CENTRE HOLDINGS LTD.

Calgary Centre Holdings Ltd.

Final receipt issued June 27, 1985 for a prospectus dated June 27, 1985, offering 4,360,000 8 1/8% Cumulative Redeemable Retractable First Preferred Shares, Series 1 at \$25.00, to provide net proceeds to the Corporation of \$107,130,000, before deducting expenses of the issue.

Underwriter: McLeod Young Weir Limited

11.3.2 DICON SYSTEMS LIMITED

Dicon Systems Limited

A final receipt was issued June 28, 1985 for a prospectus dated June 28, 1985 offering 1,100,000 common shares at \$4.25 per share to net the Company \$4,301,000 before deducting the expenses of the issue.

Underwriter: Walwyn Stodgell Cochran Murray Limited

11.3.3 CANADIAN PROPERTY INVESTORS TRUST

Canadian Property Investors Trust

A final receipt was issued July 3, 1985 for a prospectus dated June 26, 1985 qualifying Class B mutual fund units at net asset value.

Promoters: Eastland Realty Services Limited
Philip M. Robinson
Distributor: CPI Realty Funding Limited

11.3.4 STEINBERG INC.

Steinberg Inc.

Final receipt issued July 4, 1985 for a prospectus dated July 4, 1985 offering 2,500,000 non-voting Class "A" shares at \$21.25 per share. Net proceeds to the Company after the underwriter's fee but before deducting expenses of the issue will be \$50,867,500.

11.3.5 HALLMARK CANADIAN FUND

Hallmark Canadian Fund

Final receipt issued July 8, 1985 for a prospectus dated July 5, 1985 qualifying for sale in Ontario on a continuous basis units of the Fund at net asset value.

Distributor: Greydanus & Associates
and registered dealers.

11.3.6 METALLGESELLSCHAFT CANADA INVESTMENTS LIMITED

Metallgesellschaft Canada Investments Limited

Final receipt issued July 9, 1985 for a prospectus dated July 8, 1985 offering 2,000,000 Floating Rate Cumulative Redeemable Retractable Class B Preferred Shares Series 1 to net the Corporation \$48,750,000 before deducting expenses of the issue.

Underwriters: Burns Fry Limited
Wood Gundy Inc.

11.3.7 MEGAFLO MINES & ENERGY CORP.

Megaflo Mines & Energy Corp.

A final receipt was issued July 10, 1985 for a prospectus dated July 8, 1985 offering 800,000 common shares at \$1.20 per share to net the company \$480,000 before deducting the expenses of the issue.

There will also be a secondary offering of 305,000 common shares in a range of \$1.80 to \$2.30 per share, none of the proceeds of which will accrue to the benefit of the Corporation.

Promoter: Steel Investments Limited
Underwriters: Durham Securities Corporation Limited
Norwich Investments Limited

11.3.8 NBS CAPITAL CORP.

NBS Capital Corp.

A final receipt was issued July 11, 1985 for a prospectus dated July 10, 1985 offering 8 3/8% convertible subordinated Guaranteed Debentures due 2000 convertible into common shares of and guaranteed on a subordinated basis by the parent company, National Business Systems Inc. at a price of \$100 U.S. plus accrued interest from July 15, 1985. The net proceeds to the company, before deducting the expenses of the issue, will be \$28,800,000 U.S.

Promoter: National Business Systems Inc.
Underwriters: Dominion Securities Pitfield Limited
Nesbitt Thomson Bongard Inc.

11.4 FINAL RECEIPTS ISSUED - SHORT FORM PROSPECTUS

11.4.1 TRIZEC CORPORATION LTD.

Trizec Corporation Ltd.

Final receipt issued July 5, 1985 for a short form prospectus dated July 5, 1985 offering 2,400,000 Cumulative Redeemable Senior Preferred Shares Class B, Series 5, at \$25.00 per share to yield 9% to provide net proceeds to the Corporation of \$59,523,690 after expenses of the issue.

Underwriters: Dominion Securities Pitfield Limited
Merrill Lynch Canada Inc.

11.4.2 MACMILLAN BLOEDEL LIMITED

MacMillan Bloedel Limited

Final receipt issued July 8, 1985 for a short form prospectus dated July 5, 1985 offering for sale 2,000,000 cumulative, redeemable Class B Preferred Shares Series 8 at \$25.00 per share to yield 9.25% initially. In addition, the Company has granted the underwriters the option to purchase up to 400,000 additional Series 8 Preferred Shares for the purpose of covering over-allotments. Net proceeds to the Company's treasury before exercise of the option will be a maximum of \$49,500,000 and a minimum of \$48,500,000 after deducting underwriting fees but before deducting the expenses of the issue.

Underwriters: Dominion Securities Pitfield Limited
Richardson Greenshields of Canada Limited
Pemberton Houston Willoughby Incorporated

11.5 RIGHTS OFFERING ACCEPTED

11.5.1 TERATO RESOURCES LTD.

July 4, 1985

Terato Resources Ltd.

Material acceptable to the Commission has been received pursuant to sections 34(1)14 and 71(1) (h) of the Securities Act (Ontario).

11.5.2 COSTAIN LIMITED

July 9, 1985

Costain Limited

Material acceptable to the Commission has been received pursuant to sections 34(1)14 and 71(1) (h) of the Securities Act (Ontario).

11.6 AMENDMENT RECEIVED

11.6.1 GARRISON GOLD INC.

July 3, 1985

Garrison Gold Inc.

Amendment No. 1 dated June 24, 1985 to prospectus dated February 6, 1985.

11.7 ANNUAL INFORMATION FORMS RECEIVED

11.7.1 DOME PETROLEUM LIMITED

July 3, 1985

Dome Petroleum Limited

A first annual information form dated June 18, 1985 has been filed by Dome Petroleum Limited.

11.7.2 INVESTORS JAPANESE GROWTH FUND LTD.

July 10, 1985

Investors Japanese Growth Fund Ltd.

An annual information form, dated March 21, 1985 filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued July 10, 1985 for a Simplified Prospectus dated March 21, 1985 qualifying mutual fund shares at net asset value.

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

INVESTMENT COUNSEL

MagnaTrends Asset Management Inc.
Suite 2300,
Royal Bank Plaza,
South Tower,
Toronto, Ontario.
M5J 2K6
(effective July 5, 1985)
New Registration

MUTUAL FUND DEALER, INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Mackenzie Financial Corporation
150 Bloor Street West,
4th Floor,
Toronto, Ontario.
M5S 2X9.
(effective July 9, 1985)
Change in category from a Mutual Fund Dealer

Realcap Funds Management Limited
2161 Yonge Street,
Suite 604,
Toronto, Ontario
M4S 3A6.
(effective July 8, 1985)
Change in category from Investment Counsel and as Portfolio Manager

SECURITIES DEALER

W. H. Stuart Securities Ltd.
Suite 1506,
141 Adelaide Street West,
Toronto, Ontario.
M5H 3L5.
(effective June 17, 1985)
Change of name from W. H. Stuart Holdings Ltd.

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Mr. Francis Sin Ming Chou,
70 Dragoon Cresc.,
Scarborough, Ontario.
M1V 1N4
(effective July 8, 1985)
New Registration

12.2 TERMINATIONS

12.2.1 SECURITIES

TERMINATIONS
SECURITIES

SECURITIES DEALER

W. H. Stuart Holdings Ltd.
Suite 1506,
141 Adelaide Street West,
Toronto, Ontario.
M5H 3L5
(effective June 17, 1985)
Change of name to W. H. Stuart Securities Ltd.

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Mackenzie Financial Investment Management Limited,
150 Bloor Street West,
4th Floor,
Toronto, Ontario.
M5S 2X9.

(effective July 9, 1985)

Merged under the name of Mackenzie Financial Corporation as Mutual Fund
Dealer, Investment Counsel and as Portfolio Manager

Realcap Funds Management Limited
2161 Yonge Street,
Suite 604,
Toronto, Ontario.
M4S 3A6.

(effective July 8, 1985)

Change in category to Mutual Fund Dealer, Investment Counsel and as Portfolio
Manager.

MUTUAL FUND DEALER

Mackenzie Financial Corporation
150 Bloor Street West,
4th Floor,
Toronto, Ontario.
M5S 2X2

(effective July 9, 1985)

Change in category to Mutual Fund Dealer, Investment Counsel and as Portfolio
Manager

12.3 REGISTRATIONS

12.3.1 COMMODITIES

REGISTRATIONS
COMMODITIES

FUTURES COMMISSION MERCHANT

Rosenthal Futures Limited
67 Yonge Street,
Suite 202,
Toronto, Ontario.
M5E 1J8.
(effective May 1, 1985)
Change of name from Rosenthal Commodities Limited

12.4 TERMINATIONS

12.4.1 COMMODITIES

TERMINATIONS
COMMODITIES

FUTURES COMMISSION MERCHANT

Rosenthal Commodities Limited
Suite 1201
60 Yonge Street,
Toronto, Ontario.
M5E 1S1.
(effective May 1, 1985)
Change of name to Rosenthal Futures Limited

CHAPTER 25
OTHER INFORMATION

25.1 TRANSFER WITHIN ESCROW

25.1.1 LANGIS SILVER & COBALT MINING COMPANY LIMITED

July 4, 1985

Langis Silver & Cobalt Mining Company Ltd.

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Mid-North Engineering	Agnico-Eagle	423,000
Services Ltd.	Mines Limited	28,350
Brewit & Co.	Agnico-Eagle	50,625
	Mines Limited	

25.2 COMPANIES BRANCH/REASONS AND DECISIONS

25.2.1 YORK MONTESSORI SCHOOLS

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of YORK MONTESSORI SCHOOLS, issued on April 23rd, 1985.



Ontario

Ministry of
Consumer and
Commercial
RelationsMinistère de la
Consommation
et du
CommerceCompanies
BranchDirection des
compagnies555 Yonge Street
Toronto, Ontario
M7A 2H6 -0371
416/963-

IN THE MATTER OF THE
CORPORATIONS ACT
R.S.O. 1980, chapter 80

AND

YORK MONTESSORI SCHOOLS

RECOMMENDATION

APPEARANCES:

Mr. A. Lenczner, on behalf of York Montessori Schools (hereinafter sometimes referred to as the "proponent")

Mr. C. F. McKeon, on behalf of Toronto Montessori Schools (hereinafter sometimes referred to as the "objector")

On October 23, 1984 an inquiry was held before me pursuant to the provisions of subsection 13(2) of the Corporations Act. The purpose of the inquiry was to determine whether or not a recommendation should be made to the Minister that he direct York Montessori Schools to change its name.

The proponent was incorporated by Letters Patent dated September 17, 1965 under the name York Montessori Nursery Schools. By supplementary Letters Patent dated October 5, 1973 the corporation changed its name to York Montessori Schools. The proponent was incorporated with the following object:

- (a) To establish, manage, direct and support a private, non-denominational nursery school;

Upon the incorporation of the proponent, a consent dated September 10, 1965 was filed by the objector consenting to the use by the proponent of the name York Montessori Nursery Schools.

This consent contained two conditions as follows:

- i) The corporation will not affiliate with any organization not acceptable to Association Montessori Internationale. And, in the event that it does so and refuses to discontinue on demand, then it will delete the word "Montessori" from its name.
- ii) The corporation will at all times employ and maintain on its staff, teachers who are trained by and hold proper qualification from the Association Montessori Internationale. And, in the event that it fails to do and refuses to discontinue on demand, then it will delete the word "Montessori" from its name.

A consent with identical conditions dated September 24, 1973 was executed by the objector in support of the application for supplementary Letters Patent of the proponent changing its name to York Montessori Schools.

Ahelma Trass, the founder and principal of the objector, testified on behalf of the objector and provided an historical background of the Montessori system in Ontario.

When Ms. Trass decided to establish the Toronto Montessori School as a nursery school in the early 1960's, the Montessori method of teaching was a new concept in Ontario.

The objector incorporated under the name Toronto Montessori Schools by Letters Patent dated July 16, 1962. The corporation was incorporated with the following object:

- (a) To establish, maintain and operate a private non-denominational nursery school, or schools, in the metropolitan Toronto area, in the said county of York, for children who are under the age of six years.

This application contained a consent from the Instituut "St. Lucia" Rotterdam as follows:

- (a) The Board of Governors of the educational institution St. Lucia, being the governing body of the Montessori school 29 Aert Van Nesstraat in Rotterdam, herewith declares the name Toronto Montessori School may be used as long as there are qualified Montessori teachers on the staff.

The Association Montessori International (hereinafter referred to as AMI) was founded by the originator of the Montessori method, Dr. Maria Montessori in 1929 and Mario Montessori, her son. It was established by Dr. Montessori to assure that her method of educational practises was used appropriately. To that end, it sets standards through affiliated teacher training institutions all over the world and through member schools, teachers and educators.

Mario Montessori visited the objector in June of 1965 and gave, as attorney and agent on behalf of the AMI, to Toronto Montessori schools, the right to grant, withhold or rescind consent to the use of the name Montessori....."in connection with any corporation in the Province of Ontario and to take such steps, at its own expense, as it may deem advisable under the provisions of the Corporations Act, R.S.O. 1980, chapter 71, section 12, with this appointment to be valid until written notice to the contrary is given by me or the Association Montessori Internationale to the Provincial Secretary, Parliament Building, Toronto, Ontario, Canada."

It was the policy, and still is the policy of the Ministry, to require the consent of the Objector when granting the word "Montessori" in a corporate name. As noted above, the Objector gave a conditional consent to the Minister to the granting of the Proponent's name upon its incorporation, and also upon its change of name to "York Montessori Schools".

The objector has, to date, granted twenty such consents to various Montessori Schools incorporated in Ontario. (Exhibit 6). Exhibit 7 consists

of a memorandum which is circulated to applicants for incorporation of Montessori Schools requesting the required consent. The sixth paragraph of the memorandum states as follows:

"Consent will be freely and willingly given to bodies which are properly organized and which have an authorized Montessori teacher on the staff who will ensure that accepted Montessori methods are followed."

Exhibit 9 is a photocopy of an advertisement placed by the proponent in a Toronto newspaper advertising its affiliation with the American Montessori Society. This prompted the notice dated January 7, 1982 (Exhibit 20) which was forwarded to the proponent pursuant to paragraph 1 of the consents in question, dated respectively September 10, 1965 and September 24, 1973. The last paragraph of the notice provides as follows:

"...and further take notice that in the fault of an undertaking to discontinue affiliation with American Montessori Society within 10 days hereof an application will be made under the provisions of the Corporations Act, R.S.O. 1980, chapter 95, section 13 for deletion of the wording "Montessori" from the corporate name of York Montessori Schools."

Barbara Zeibots, founder of the proponent, discussed the issue of the Proponent's affiliation with the American Montessori Society (hereinafter referred to as the "AMS") in her testimony for the proponent. Mrs. Zeibots testified that the proponent sought renewal of its registration with the AMI, but that this registration was refused without any official reason. Exhibit 15 is a letter from Audrey Sillick, Course Co-ordinator of the Toronto Montessori Institute, which is the staff training centre operated by the objector, to Mrs. Barbara Zeibots dated January 22, 1980. This was in response to a letter by Mrs. Barbara Zeibots to the objector which was forwarded after the AMI refused certification for the proponent. In her letter Mrs. Sillick states "I would agree that there does appear to be some confusion as to why recognition has been withheld."

Mrs. Zeibots testified that since the AMI would not certify the proponent, the proponent had the choice of remaining unaffiliated with any Montessori organization or affiliating with the AMS.

Section 13 of the Corporations Act states in part as follows:

- 13. (1) A corporation shall not be given a name,
 - (a) that is the same as or similar to the name of a known corporation, association, partnership, individual or business if its use would be likely to deceive, except where the corporation, association, partnership, individual or person signifies its or his consent in writing that its or his name in whole or in part be granted, and, if required by the Minister,
 - (i) in the case of a corporation, undertakes to dissolve or change its name within six months after the incorporation of the new corporation, or
 - (ii) in the case of an association, partnership or individual, undertakes to cease to carry on its or his business or activities, or change its or his name, within six months after the incorporation of the new corporation;
 - (d) that is objectionable on any public grounds.
- (2) If a corporation through inadvertence or otherwise has been or is given a name that is objectionable, the Lieutenant Governor, after he has given notice to the corporation of his intention so to do, may direct the issue of supplementary Letters Patent changing the name of the corporation to some other name.

In the case of Re Cole's Sporting Goods Ltd. and C. Cole & Co. Ltd. and Coles Book Stores Ltd., (1965) 50 DLR (2d) 290, the Court of Appeal discusses the issue of consent and its effect upon the exercise of the Lieutenant Governor's discretion under subsection 13(2). The Court concluded at Page 297 as follows:

"...Nevertheless, there is no vinculum juris and no lis between the opposing interested companies, and the respondents are only before the Provincial Secretary and before the Court as they are permitted by the statute to have the question raised by them considered and determined and appropriate action taken conformably to the requirements of the public interest. It follows that while in a lis between the appellant and the respondents in which a justiciable issue is raised it might be contended that the respondents have waived an advantage under a law made solely for their benefit or protection as individuals, their consent or acquiescence can have no effect whatever in so far as a question of public right or public policy is involved: Bowmaker, Ltd. v. Tabor [1941] 2 K.B.1 per Goddard, L.J. at page 6..."

In the Cole's case the proponent argued that since the objector had given its consent to the incorporation of the proponent in the first instance, that it was thereby precluded from withdrawing its consent and raising the issue of similarity. The Court concluded that the issue of consent was not to take precedence over the rights of the public and the issue of public confusion overrode the private rights of the proponent.

Although the matter of consent has been raised by the Objector and not the Proponent in the matter at hand, the Court's conclusion in the Cole's case applies; that the claims of the public interest override the private rights of the corporations involved.

The matter, therefore, to be decided by the Minister is firstly, whether the name "York Montessori Schools" is so similar to that of the Objector "Toronto Montessori Schools" so that its use would be likely to deceive, and secondly, whether there are any public grounds which would render the Proponent's name objectionable.

In the C C Chemicals Ltd., [1967] 2 O.R. 248 (C.A.), Mr. Justice Kelly set out certain principles to be used when deciding whether a name is too similar. One principle, found at page 258 of this decision, is the interpretation of the word "likely" in subsection 1(a) as "probable" so that the standard to be used when coming to a decision under subsection 13(2) is a test of "probability of deception" not "possibility of deception".

Mr. Justice Kelly then proceeded on page 258 to explain the nature of the similarity to be determined which must cause a person who has an interest in dealing with one corporation to deal with the other in the mistaken belief that he was dealing with the former. This test was expanded by Mr. Justice Laskin in the Canadian Motorways Ltd. et al v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.), (1973) 11 C.P.R. (2d) 1, [1974] S.C.R. 675, at page 61 to include confusion as to the association of one corporation with another.

Mr. Justice Kelly, as well, set out the relevant facts to be considered when determining the question of similarity as follows: the names of the Proponent and Objector, the nature of their businesses and the persons or class of persons who ordinarily might be expected to deal with the Objector and Proponent.

In the case at hand, both corporations are operating private schools for children of elementary school age. Both corporations operate such schools within Metropolitan Toronto and the clientele of both schools would consist of parents of children residing within the Metropolitan Toronto area.

As Mr. Justice Kelly further stated at page 259 all the foregoing factors must be considered in light of the visual and auditory qualities of the two names.

The names in question are as follows:

York Montessori Schools	(The Proponent)
and	
Toronto Montessori Schools	(The Objector)

Both names include the words "Montessori" and "Schools".

The issue of the nature of the word "Montessori" and whether it is generic or not was raised in the evidence by both the objector and the proponent.

Ms. Trass testified that in her view the word "Montessori" refers to the educational methods and materials developed initially by Maria Montessori and expounded and monitored by the AMI.

The proponent submitted evidence with respect to the generic nature of the word "Montessori". This included some literature on the subject of the Montessori system including pages 57, 61, 77 and 78 of the text "Montessori: Method and Movement" by R.C. Orum, which was published in 1974, and page 31 from "The Essential Montessori" by E. Hainstoc (1978). Exerpts from both texts appear to substantiate the submission that "Montessori" has become a generic term. On page 57 "Montessori: Method and Movement", in answer to the question "Can any school use the name Montessori?", the following answer is given: "Apparently so. The term 'Montessori' is now considered generic and in the public domain. Therefore, the name 'Montessori' provides no real assurance that the Montessori approach is being employed."

In the same text at page 61 in answer to the question "Montessori teachers and schools vary considerably in their interpretation and application of Montessori. Is there such a thing as pure 'Montessori'?", the following comment is made: "Whether they are American Montessori Society (AMS), Association Montessori Internationale (AMI), affiliated with another organization, or "independent", there is often great variation between Montessori schools and among teachers within the same school. Much of this variation is attributable to differences in teacher personality, training and experience, as well as differences in types of students and physical facilities. Montessori is not standardized, but the written works by Montessori undoubtedly contain the most authentic statements on her philosophy and method".

The text at pages 77 and 78 makes reference to both the AMS and AMI. The former is an American non-profit, tax-exempt organization "...dedicated to promoting better education for all children through teaching strategies consistent with the Montessori system and the incorporation of the Montessori approach into the framework of American education....".

The AMI is described as "...the recognized international authority on Montessori education and direct studies in affiliated teacher-training institutions on four continents. During its long history the AMI has fostered the growth and development of Montessori educational practises and standards through active work with member schools, teachers and educators...".

"The Essential Montessori" by E. Hainstoc at page 30 discusses the schisms within the ranks of the followers of the Montessori method. At page 31 "...a unified centre would greatly extend Montessori's contribution to education today." The excerpt goes on to discuss the problem with the widespread use and sometimes misuse of the term "Montessori" as follows: "As with anything currently in vogue, there are always those who rush to cash in on it. Unfortunately, some schools were opened purely as speculative business ventures; some were franchised. Montessori materials began appearing in many toy catalogues and on classroom shelves where their use and purpose wasn't even understood or known. Visits to several different Montessori schools could provide the visitor with many different views of the method. Montessori had become a generic term, considered to be in the public domain, thereby becoming fair game for those not knowledgeable or trained specifically in the doctrine".

In addition to these excerpts the proponent included as exhibits #11, 12 and 13, the definition of "Montessori" as set out in the concise Oxford Dictionary, The Standard College Dictionary and The Living Webster Encyclopedic Dictionary, which are as follows respectively:

"System of educating very young children by direction of their natural activities, rather than strict control";

"A system of teaching pre-school children, devised in 1907 by Maria Montessori, in which their sense perceptions are trained and their activities guided rather than controlled";

"A system for training and instructing young children originated by Maria Montessori in Rome in 1907, having as its fundamental aims self-education of the children, substituting guidance for control and emphasizing the training of the senses".

It would seem from the materials submitted by the proponent and the objector that the term "Montessori" is in the public domain and that there are different interpretations within the Montessori movement. Dr. Maria Montessori understandably was concerned about the future of her method and established the AMI to maintain a certain standard and consistency. However, as in any other philosophical movement, ideas grow and are interpreted and reinterpreted and it is not the jurisdiction of this tribunal to decide what is the true Montessori method.

The courts have always been reluctant to grant exclusive use to a corporation of a word which is purely descriptive of the nature of the corporation's undertaking. In Re C C Chemicals Ltd., Mr. Justice Kelly states as follows on page 261:

...when the alleged similarity is, as here, between names which contain words which are generic, and descriptive, different considerations become appropriate - in general terms it can be said that the broader the application of the term selected by the earlier corporation for inclusion in its corporate name, the less is the ability of the user of that name to arrogate to himself any right to that name and to complain of the use by another of the same term - with proper distinguishing accompanying words...

In the case at hand, the word "Montessori" is descriptive of the method of teaching by the schools operated by the Objector and the Proponent. The words "Toronto" and "York" are words which can properly distinguish the Objector's name from the "Proponent's name.

No incidents of confusion with the Objector's name occasioned by the use of the Proponent's name were alleged by the Objector.

In my opinion, the Objector's name and the Proponent's name are not so similar so as to lead to the probability of the confusion of one corporation with the other, nor to the association of one corporation with the other.

As for the second question, that is whether the Proponent's name is objectionable on public grounds, the Objector's witness expressed concerns about the maintenance of standards in Montessori schools within Ontario. The Ministry of Education licenses all private schools and all such schools, including "Montessori" schools, must provide an education in accordance with Ministry guidelines. Any parent seeking such an education for his or her child has some responsibility to examine the various "Montessori" schools available to determine whether the particular "Montessori" school in question is using the method best suited for his or her child.

It is not appropriate, therefore, in my view, to use section 13 of the Corporations Act as a means of maintaining or regulating the quality of education in Montessori schools in Ontario or the type of Montessori method used by such schools.

In light of the foregoing, in my opinion the proponent has not been granted a name that is objectionable and it is my recommendation that the name of "York Montessori Schools" not be changed.

All of which is respectfully submitted.

Dated at Toronto, Ontario, the 23rd day of April, 1985.

Katherine Levine
Solicitor
Companies Branch

25.2.2 BRENNAN'S GOURMET FOODS LIMITED

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of BRENNAN'S GOURMET FOODS LIMITED, issued on June 5th, 1985.



Ontario

Ministry of
Consumer and
Commercial
Relations

Ministère de la
Consommation
et du
Commerce

Companies Direction des
Branch compagnies

555 Yonge Street
Toronto, Ontario
M7A 2H6
416/963- 0373

IN THE MATTER OF THE
BUSINESS CORPORATIONS ACT, 1982
S.O. 1982, Chapter 4

AND

IN THE MATTER OF
BRENNAN'S GOURMET FOODS LIMITED

REASONS AND DECISION

APPEARANCES:

Russell E. Prouse, Q.C. on behalf of
BRENNAN'S GOURMET FOODS LIMITED,
(hereinafter sometimes referred to as the
"Proponent")

Mark S. Brennan on behalf of BRENNAN'S
MEAT MARKET LIMITED (hereinafter
sometimes referred to as the "Objector")

A hearing was held before me on the 16th day of April, 1985, pursuant to subsection 12(1) of the Business Corporations Act, 1982 (the "Act"). The purpose of the hearing was to decide whether or not a certificate of amendment to the articles of incorporation of the Proponent, Ontario Corporation No. 546070 should be issued changing its name.

The Objector was incorporated on June 23, 1971 and accordingly is a "body corporate" within the meaning of the Act. The objects for which the Objector was incorporated read, in part, as follows:

To carry on the business of importers and exporters of an dealers in, meat, cattle, sheep, rabbits, butter, fish and all perishable produce generally, as well as tallow, fat, and other animal products, and dairy, farm and garden produce of all kinds; to buy and sell by wholesale or retail all kinds of meat, and, generally to carry on the trade or business of meat salesmen in all its branches.

For the objects aforesaid, to acquire and take over as a going concern the business and undertaking now carried on at 42 Maple Street in the City of Barrie, under the name of BRENNAN'S MEAT MARKET.

Mr. John F. Brennan, President of Brennan's Meat Market Limited, gave evidence on behalf of the Objector. In his evidence, Mr. Brennan traced the history of the Brennan family and its operation of the meat market in Barrie which has existed, in one form or another, for over 100 years (Exhibit 5).

Mr. Brennan's testimony addressed and supported representations made by his solicitors in correspondence with the Companies Branch (Exhibits 6 and 8). Mr. Brennan detailed the various lines of food stuffs made available by the Objector which included a full meat line (specializing somewhat in fast-preparation meats), a cheese line of approximately 40 varieties (domestic and imported) and fresh fish (when in season). In addition, the Objector sells a reasonably full line of baked goods which are delivered to the Objector by a local bakery.

The Objector has eight full time and two part time employees, a business premises of approximately 2,000 square feet and an adjoining parking lot which can accommodate approximately twenty cars. Mr. Brennan also testified as to the appearance of the Objector's business premises and noted that approximately \$50,000 had been spent on renovations in December of 1983.

The Objector has relationships with approximately fifteen to twenty suppliers, many having their headquarters in Toronto. Mr. Brennan testified that one supplier had asked whether an order placed by the Objector should be billed to the head office in Toronto. The supplier was advised that the Objector had no connection with the Proponent, that the Objector should be billed in Barrie for the supplies and the matter was resolved. There was evidence of one specific incident of confusion (Exhibit No. 9) where goods were shipped to the Objector and the bill sent to the Proponent. This

matter was ultimately resolved (Exhibit No. 12) with apologies to the Proponent from the supplier (I -D Foods Corporation) and there have apparently been no further instances of confusion with respect to this or any other supplier.

Mr. Brennan also testified as to the clientele and advertising of the Objector. With respect to clientele, this is comprised mainly of residents of Barrie but a significant portion (estimated at 25%) is comprised of cottagers and other seasonal customers, the majority of whom come from the Metropolitan Toronto area. With respect to advertising, the Objector advertises weekly in the Barrie Examiner and bi-monthly in the Barrie Banner. Each of these local papers has a circulation of between fifteen and twenty thousand in Simcoe County and the northern part of the Regional Municipality of York. Advertising on the Barrie television station has been discontinued and there is some advertising on local radio stations although not on a regular basis. Mr. Brennan testified that he personally appears from time to time on talk shows on the Barrie television station by reason of his experience and expertise in the preparation and cooking of meat products. This television station is available to Toronto viewers through cable television.

Mr. Brennan testified that over the last few months he has had a number of inquiries from customers (estimated at 20 to 25) concerning his association with the Proponent. Given the nature of the Objector's client group, no names were available.

Mr. Brennan further testified that there are a number of Toronto residents (estimated at fewer than twenty families) which regularly make trips to Barrie to make large purchases from the Objector. He indicated that in almost all of these situations, the trips were made on the basis of reputation and a long time of dealing with the Objector.

On cross-examination, Mr. Brennan indicated that the Objector had no plans to open any outlets in the Metropolitan Toronto area. He further indicated that in his opinion the majority of cottagers or seasonal shoppers make purchases from the Objector on the basis that they have been shopping there for a number of years. He also indicated that in the print advertising, the

address and location of the Objector is clearly shown and there is no connection indicated in that advertising with the Proponent. Generally the same is true with respect to the television and radio exposure of the Objector's advertising.

The Proponent was incorporated on March 29, 1983 and accordingly is a "body corporate" within the meaning of the Act. The objects for which the Proponent was incorporated are:

To import, export, buy, sell or deal in goods, wares and merchandise of all kinds or descriptions, and to carry on any or all lines of business as manufacturers, producers, processors, merchants, distributors, commission agents and wholesale and retail importers and exporters; and, without in any way limiting the generality of the foregoing, to acquire, construct and operate warehouses, stores and shops, and to acquire, own and carry on the business of wholesale and retail dealers in and purchasers and manufacturers of groceries and all kinds and classes of goods, wares and merchandise connected therewith and to act as agents and to carry on all and any business, both at wholesale and retail, as shopkeepers, general merchants, manufacturers, shippers, general agents, exporters, importers, brokers and public warehousemen, and to buy, sell, make, manufacture, import and export warehouse, store and deal in products of every description, goods, wares, merchandise or manufactured articles.

Mr. Maximillion Orticello, the President of Brennan's Gourmet Foods Limited, gave evidence on behalf of the Proponent.

Mr. Orticello testified that prior to the incorporation of the Proponent, he was in the employ of Bittner Packers Limited, a subsidiary of Dominion Stores Limited, and that he went into business for himself in 1983 when Bittner Packers Limited was being wound down as a part of the realignment of the Dominion Stores Limited operation.

The Proponent has three stores in Metropolitan Toronto, two of which are operated under the name of the Proponent and the other operated on a franchise basis under the name of Bittner's Olde Country Gourmet Foods. The Proponent has approximately seventy employees, gross sales of approximately \$500,000 per month and an estimated 22,000 customers per week.

With respect to advertising, the Proponent advertises in small local newspapers in Metropolitan Toronto, such as the Uptowner, the Leaside

Town Crier and the Bayview Promenader. Advertising is also done on a Toronto radio station which is heard within a one hundred mile radius of Toronto. Mr. Orticello testified that all of these advertisements spell out the name of the Proponent, the location of the stores and generally what food stuffs are available.

Mr. Orticello testified that in his view the physical appearance of the Proponent's stores, the store at 1541 Bayview Avenue being used as an example, was different in appearance and set up from that of the Objector (Exhibits 10 and 11).

With respect to the choice of corporate name, Mr. Orticello testified that the name search obtained at the time of the incorporation of the Proponent did reveal the existence of the Objector as well as a number of other corporations containing the word "Brennan" or "Brennan's" (Exhibit No. 3). He testified that the content of the name search was considered, but that a more significant factor was the existence of a gourmet delicatessen, in the city or area of Germany called Bremen, under the name of "Bremens", which he had observed while working in Europe as an employee of another corporation. He also referred to the existence, in the City of New Orleans, of a chain of gourmet food stores known as Brennan's Gourmet Foods. On the basis of these business names Mr. Orticello concluded that Brennan's was a worldly name, sounded "European" and fitted well with the type of business he was entering into.

Mr. Orticello also testified that except for the incident of confusion referred to earlier, he was aware of no other supplier confusion, that he personally had received no inquiries respecting his connection with the Objector and to the best of his knowledge, his employees had received no such inquiries.

In addition to the three existing locations, the Proponent plans to open an additional store in the "Beaches" area of Toronto in November of 1985. Employees in the various stores operated by the Proponent are shifted from time to time and all wear an identifiable uniform, the only exception being the operation which is still operated under the name of Bittner's Olde Country Foods.

With respect to suppliers, Mr. Orticello testified that the Proponent had many but not all of the same suppliers as the Objector. He further testified that the Proponent had an additional seventy-five or eighty suppliers which the Objector did not have, many of whom were brokers or local importers of fine foods.

Mr. Orticello also testified that his operation at 1541 Bayview Avenue had its own bakery which generated sales of approximately \$5,000 a week and that the other locations, again with the exception of the Bittner franchise, would also have their own bakeries.

On cross-examination, Mr. Orticello did indicate that the one store which is operated on a franchise basis, under the name of Bittner's Olde Country Foods, may from time to time use plastic bags with the name Brennan's on it when they run out of their own white ones and that some of the produce in the franchise operation may be marked to indicate some connection with the Proponent.

Subsection 12(1) of the Act, pursuant to which this hearing was held, provides as follows:

If a corporation, through inadvertence or otherwise, has acquired a name contrary to section 9, the Director may, after giving the corporation an opportunity to be heard, issue a certificate of amendment to the articles changing the name of the corporation to a name specified in the certificate and, upon the issuance of the certificate of amendment, the articles are amended accordingly.

Subsection 9(1) of the Act provides:

- Subject to subsection (2), a corporation shall not have a name,
- (a) that contains a word or expression prohibited by the regulations;
 - (b) that is the same as or... similar to,
 - (i) the name of a known,
 - (A) body corporate,
 - (B) trust,
 - (C) association,
 - (D) partnership,
 - (E) sole proprietorship, or
 - (F) individualwhether in existence or not, or
 - (ii) the known name under which any body corporate, trust, association, partnership, sole proprietorship, or individual, carries on business or identifies itself,

- if the use of that name would be likely to deceive; or
- (c) that does not meet the requirements prescribed by the regulations.

In Re C C Chemicals Ltd., [1967] 2 O.R. 248 (C.A.), at pages 258 - 9, Kelly J.A., speaking for the Court of Appeal, sets forth the relevant factors which it is appropriate to consider in a case such as this. These factors are, in essence, the nature of the businesses, the persons or class or class of person who might ordinarily be expected to deal with each, and of course the names of the businesses. This test was expanded upon by Laskin, J., as he then was, in Canadian Motorways Ltd. et al v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.), at page 61, where he includes the test of probability of a confusion as to the association of one company with another. These tests are in essence codified in section 2 of Ontario Regulation 446/83 under the Act.

Section 3 of Ontario Regulation 446/83 under the Act sets out certain matters, which the Director may consider when determining whether a name is contrary to section 9 of the Act. That section of the Regulation reads as follows:

For the purpose of section 12 of the Act, the matters the Director may consider when determining whether a name is contrary to section 9 of the Act include,

- (a) the distinctiveness of the whole or any element of any name or trade mark and the extent to which the name or trade mark has become known;
- (b) the length of time the trade mark or name has been in use;
- (c) the nature of the goods or services associated with the trade mark or or the nature of the business carried on under or associated with a name, including the likelihood of any competition among businesses using such a trade mark or name;
- (d) the nature of the trade with which a trade mark or name is associated, including the nature of the goods or services and the means by which they are offered or distributed;
- (e) the degree of similarity between the corporate name and any trade mark or name in appearance or sound or in the ideas suggested by them; and

- (f) the geographic area in Ontario in which the corporate name is likely to be used.

The issue, therefore, is whether the actual use of the name "Brennan's Gourmet Foods Limited" by the Proponent would be likely to deceive, in that it would lead to the inference that the business carried on or intended to be carried on and the business carried on by the Objector are one business or that the name of the Proponent would lead to the inference that the Proponent was associated with the Objector or would lead someone who had an interest in dealing with the Objector to deal with the Proponent in the mistaken belief that he was dealing with the Objector.

Both the Objector and the Proponent are involved in the business of marketing food stuffs to the public. In this regard they are similar. There are, however, certain differences which must also be taken into account. The Objector, which has been in business for many years, was originally a meat market and the Objector's name continues to indicate this even though the business has evolved and become something more than just a meat market.

The Proponent deals in specialty and, to some extent, imported food stuffs.

I, therefore, conclude that there is some similarity between the nature of the Objector's business and the nature of the Proponent's business. This similarity, however, is not significant given the different emphasis of the two businesses.

The Objector carries on business in Barrie, Ontario. Approximately three quarters of the Objector's clientele are local residents, the remaining one quarter being cottage or seasonal travellers, the majority of whom are from the metropolitan Toronto area.

The Proponent carries on business at a number of locations in metropolitan Toronto, catering primarily to people who live and/or work in the areas where the stores are located. The Proponent's store at 1541 Bayview Avenue was used as the prime example in the evidence. That store is in a primarily residential area and caters primarily to the residential market in that immediate area. The same would appear to be true with respect to the Proponent's proposed new store in the "Beaches" area of Toronto.

I conclude on this test, therefore, that the persons or class of persons who might ordinarily be expected to do business with the Proponent and the Objector have very limited, if any, similarity. Also, it must be noted that the Objector carries on business in Barrie and has no plans to commence operations in metropolitan Toronto. The Proponent operates at specific locations in metropolitan Toronto and has no apparent intention of expanding its operations beyond Metropolitan Toronto.

The above matters must be considered in light of the visual and auditory qualities of the two names, which are as follows:

BRENNAN'S GOURMET FOODS LIMITED (the "Proponent")

and,

BRENNAN'S MEAT MARKET LIMITED (the "Objector")

The word "Brennan's" is shared by both corporations. In other respects, the names of the two corporations are different. The word "Brennan's" in the name of the Objector is the family name of the individuals who have been operating that business in one form or another over an extensive period of time. The name "Brennan's" in the name of the Objector does not have this basis, but was selected for the aesthetic reasons referred to earlier. The name search obtained at the time of incorporation of the Proponent did reveal the existence of the Objector, as well as other corporations containing the word "Brennan's" as part of the corporate name. There is no evidence before me to indicate that the Objector chose the name with a view to benefit from the existence and goodwill of the Objector.

Counsel for the Objector referred specifically to section 3 of Ontario Regulation 446/83. With respect to the specific areas of consideration spelled out in that section, I conclude as follows:

- a) The word "Brennan's" in the name of the Objector has been known and established for a long period of time in the Barrie area, in relation to the business of the Objector;
- b) The Proponent has been in existence for a relatively short period of time, whereas the Objector has been in existence in one form or another for over one hundred years;

- c) There is some overlap in the nature of the business of the Proponent and the business of the Objector;
- d) The Proponent and the Objector carry on business in different geographical areas and there is no evidence to indicate that either corporation contemplates extending beyond the geographic area in Ontario in which it now operates.

I conclude, therefore, that the two names are not similar and that the use of the Proponent's name would not be likely to deceive within the meaning of section 9(1)(b) of the Act, in that the use of the Proponent's name would not lead to the inference that the business carried on by the Proponent and the Objector are one in the same, or that the Proponent is associated or affiliated with the Objector.

There is another matter which must be considered. This arose in correspondence from the Objector's solicitor (Exhibit No. 6) and it concerns subsection 12(1) of Ontario Regulation 446/83. That subsection reads as follows:

A corporate name shall not contain a word or expression, an element of which is the family name of an individual whether or not preceded by his given name or initials, unless the individual or his heir, executor, administrator, assigns or guardian consents in writing to the use of his name and the individual has, had or will have a material interest in the business.

Ontario Regulation 446/83 did not come into force until July 1983, some months after the incorporation of the Proponent. However, the subsection in question existed in substantially the same form in subsection 11(1) of Regulation 88 under the Business Corporations Act which was in force at the time of the incorporation of the Proponent.

The word "Brennan's" in the name of the Proponent is clearly, in my view, the family name of an individual. Reference has been made to the fact that the name search obtained at the time of the incorporation of the Proponent revealed the existence of the Objector as well as a number of other corporations containing the word "Brennan" or "Brennan's". In the case of these corporations, an individual with the name of Brennan had a material interest in the corporation, at least at the time of incorporation. Also, I

have been unable to determine that the word "Brennan" has any other meaning or significance other than that of a family name. I conclude therefore that the Proponent did not, at the time of incorporation, nor does it now, meet the requirements of subsection 12(1) of Ontario Regulation 446/83. It follows that the Proponent does not comply with clause 9(1)(c) of the Act.

Subsection 12(1) of the Act provides that the Director may, in his discretion, change a name which contravenes the Act or the Regulations. The primary concern of the Director is the public interest and the avoidance of confusion. In this regard, I would refer to the decision of Mr. Justice Robins in Re Cantrade Sales and Import Co. Ltd. (1977), 15 O.R. (2d) 562 (Div. Ct.), where, in referring to the use of that discretion, even in a situation where there is non compliance with the provisions of the Business Corporations Act, he said on pages 266 and 267:

It seems clear that the Minister did not direct himself to the discretion conferred upon him under s.8(2) and appears to have interpreted "may" to read "must". Notwithstanding the acquisition of a name contrary to s.8(1) the Minister is obliged to consider whether, in the light of all the surrounding circumstances of a particular case, the name ought to be ordered changed. This consideration, as a primary matter, involves the public interest in not being subjected to confusion through the use of similar corporate names and as a secondary matter, the interests of the companies claiming the name and the relative hardship that may result to them from the decision.

Further at page 568, Mr. Justice Robins, with respect to requiring that a company be ordered to change its name, said:

It is a serious matter to require a company to change the name under which it has for an appreciable period conducted its business. Chief Justice McRuer's observations in Re Menzies-Gibson Ltd., [1955] O.W.N. 657 at pp. 658-9, 1 D.L.R. (2d) 187 at p. 189, 23 C.P.R. 87, seem to be applicable to this case:

One can readily understand the difficulties that can arise in the business world by reason of the change in a corporate name and also the incidental inconvenience that arises by reason of a corporation, having once been issued letters patent, engaging in business under that name, procuring necessary supplies and advertising material and then having to advise the business world that its name has been changed. Much confusion may follow in the minds of the customers of the corporation and those with whom it deals. There are many matters that affect the conduct of a business. There is goodwill, there is credit, there are banking arrangements, all of which are identified with the precise name of the company. It is therefore obvious that before

any action is taken under s. 12(2) [now s.8(2)] there should be very good and sound reason shown why that action should be taken.

I conclude, therefore, on the basis of the Court's holding in Re Cantrade Sales and Import Co. Ltd., that the acquisition of a name, contrary to section 9 of the Act, does not, in itself, require an order changing a corporation's name and does not preclude consideration of all of the surrounding circumstances with a view to determining whether the name ought to be ordered changed. Despite this authority, however, the fact that a corporation has acquired a name, contrary to section 9 of the Act and not meeting the requirements of section 12 of the Ontario Regulation 446/83 (or its predecessor) must be taken into account. I find, however, in light of the particular circumstances here, and for the reasons set out previously, that the name of the Proponent ought not to be ordered changed.

I also find little evidence to indicate that the public interest has been, or will be, subject to confusion.

One specific instance of confusion occurred. This involved a corporation which had been a supplier of the Proponent and which was starting to do business with the Objector. This matter was resolved (exhibit 12) and there was no evidence of any further incidents of confusion. There were, however, a number of inquiries (estimated at 20 to 25) made by customers of the Proponent as to whether the Proponent was a part of, or related to, the Objector. Although these inquiries may have been irritating or inconvenient to the Objector, they do not, in my view, provide sufficient grounds in the circumstances to require the Proponent to change its name. As stated by McRuer, C.J.H.C., in Re Menzies-Gibson Ltd. at page 190:

In commercial life there is bound to be a certain amount of coincidence of names, but this cannot be dealt with on any trivial ground.

Therefore, for the foregoing reasons, there will be no order changing the name of the Proponent under section 12 of the Business Corporations Act, 1982.

Dated at Toronto this 5th day of June, 1985.

J. C. Barrows, Q.C.
Senior Solicitor

APPENDIX A

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APPENDIX B
CORRECTIONS TO PREVIOUS BULLETINS

B.1 MARPEP PUBLISHING LIMITED

THIS PAGE REPLACES PAGE -2657- OF THE BULLETIN DATED JULY 5, 1985 - VOLUME #8 - ISSUE #27.

Headnote

Original Order dated December 8, 1982, exempting Applicant from minimum free capital requirements for Securities Advisers under Securities Act and for Commodity Trading Advisers under Commodity Futures Act - Original Order extended annually by way of Variation Order - Further variation of Original Order extending termination date for exemption from minimum free capital requirements under Securities Act only, as Applicant not seeking renewal of registration under Commodity Futures Act.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., s.140

Regulations Cited

Regulation under Securities Act, R. R. O. 1980, Reg.910, as am., s.95(3)
Regulation under Commodity Futures Act, R. R. O. 1980, Reg. 114, as am., s.14(4)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MARPEP PUBLISHING LIMITED

ORDER
(Section 140)

WHEREAS by order (the "Marpep Order") dated December 8, 1982, the Ontario Securities Commission (the "Commission") exempted Marpep Publishing Limited ("Marpep") from complying with the minimum free capital requirements of subsection 14(4) of the Regulation to the Commodity Futures Act and subsection 95(3) of the Regulation to the Securities Act, subject to the conditions therein contained;

AND WHEREAS by order dated June 24, 1983, the Commission extended the termination date contained in the Marpep Order to June 30, 1984;

AND WHEREAS by order dated June 25, 1984, the Commission extended the termination date contained in the Marpep Order to June 30, 1985;

AND WHEREAS Marpep has represented to the Deputy Director, Commodity Futures, in a letter dated June 26, 1985, that, effective November 19, 1984, it has ceased to engage in activities which would require registration as a Commodity Trading Adviser under the Commodity Futures Act;

AND WHEREAS the Commission is satisfied that to extend again the termination date contained in the Marpep Order in respect of Marpep's registration as a Securities Adviser under the Securities Act will not be prejudicial to the public interest;

IT IS ORDERED that the Marpep Order be and the same is hereby varied by deleting the termination dated contained in paragraph 2(ii) of the Marpep Order, as amended, and inserting in its stead June 30, 1986.

June 28th, 1985.

"S. M. Beck"

"Charles Salter"

B.2 TEMPORARY CEASE TRADING ORDERS

B.2.1 BASIC RESOURCES INTERNATIONAL - BAHAMAS - LTD.

THIS PAGE REPLACES PAGE -2665- OF THE BULLETIN DATED JULY 5, 1985 - VOLUME #8 - ISSUE #27.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BASIC RESOURCES INTERNATIONAL
- BAHAMAS - LTD.

TEMPORARY ORDER
(Section 123(3))

UPON the Ontario Securities Commission (the "Commission") being of the opinion that it is in the public interest to make this order;

AND UPON the Commission being requested by Basic Resources International - Bahamas - Ltd. (the "Company") to impose a cease trade order with respect to trading in the securities of the Company pending a news release.

IT IS ORDERED pursuant to subsection 123(3) of the Securities Act, R.S.O. 1980, c.466 that all trading in securities of the Company shall cease and that this order shall remain in full force and effect pending the release of further information concerning the results of an arbitration award between the Company and Societe Nationale Elf Aquitaine.

June 26th, 1985.

"Charles Salter"

"M. A. Taschereau"

APPENDIX C
CUMULATIVE INDEX

C.1 NOTICE OF BULLETIN APPENDIX C

NOTICE OF BULLETIN APPENDIX C

In this issue of the Bulletin dated July 12, 1985, Volume 8, # 28/85, we have included an Index for Volume 8, covering the period from January 4, 1985, to July 5, 1985.

C.1.1 CUMULATIVE INDEX

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CHAPTER 1
NOTICES/PRESS RELEASES

1.1 OSC POLICY 5.6 AND OSC POLICY 7.1 - AMENDMENTS

OSC POLICY 5.6 (PROMPT OFFERING QUALIFICATION SYSTEM) -
AMENDMENTS AND OSC POLICY 7.1 (DELIVERY OF FINANCIAL
STATEMENTS) - AMENDMENTS

A. AMENDMENTS TO POLICY 5.6

The two amendments that have been made are essentially housekeeping matters.

1. It has been noted that the current form of certificate (Item 10) required in annual information forms was incorrect, in that it omitted certain key words referring to the second part of the definition of misrepresentation. Accordingly, the form of certificate has been corrected in the amendments.

2. The other amendment deals with a problem which has recently come to the attention of Canadian Securities Administrators. It is possible for an issuer to file a short form prospectus subsequent to the directors of the issuer having approved the issuer's financial statements for the last completed financial year of the issuer, but prior to such financial statements having been filed with the Commission pursuant to section 77 of the Securities Act (Ontario) (the "Act"), and also prior to the issuer filing a new annual information form as required by Policy 5.6. In such circumstances, these financial statements would not be incorporated by reference into the short form prospectus (see item 12 of Appendix B to Policy 5.6). This problem was discussed at the spring meeting of the Canadian Securities Administrators who agreed that it was essential that such financial statements be incorporated by reference into the prospectus and that they also be disclosed to the secondary market. Accordingly, it was decided that an issuer which finds itself in these circumstances will be required to issue and file a press release summarizing or setting out these financial statements, and file such financial statements pursuant to section 77 of the Act, before the Director will issue a receipt for its short form prospectus. This requirement will be contained in new numbered paragraph H.3 of Policy 5.6.

B. AMENDMENTS TO POLICY 7.1

The new requirement in paragraph H.3 of Policy 5.6 will cause the issuer to be subject to the obligation in section 78 of the Act to concurrently distribute the subject financial statements to its security holders. Forcing issuers to comply with the requirements of section 78 of the Act appears to the Commission to be unduly onerous in these circumstances. Accordingly, Policy 7.1 and the order set forth as Appendix A to Policy 7.1 have been amended to provide that issuers which are required to file a press release and such financial statements, in order to comply with Policy 5.6, are exempted from the requirement of concurrent delivery to their security holders, provided that delivery to such security holders of the financial statements is made no later than the last date upon which they could have been filed with the Commission in compliance with section 77 of the Act.

An order of the Commission amending Policy 5.6 is published in chapter 2 of this edition of the Bulletin, and the amendments to Policy 5.6 are published in chapter 5.

The amendments to Policy 7.1 are published in chapter 5 of this edition of the Bulletin, and the revised order of the Commission, giving effect to such amendments, is published in chapter 2.

1.2 PROMPT OFFERING QUALIFICATION SYSTEM

1.2.1 "WRAP-AROUND" ANNUAL INFORMATION FORMS

PROMPT OFFERING QUALIFICATION SYSTEM -
"WRAP-AROUND" ANNUAL INFORMATION FORMS

It has recently come to the Commission's attention that reporting issuers are submitting as annual information forms, documents which incorporate by reference parts of the reporting issuer's current Form 10-K which has been accepted for filing by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

Such documents are being filed with the Commission ostensibly in reliance upon paragraph F.7 of OSC Policy 5.6. It should be noted, however, that paragraph F.7 authorizes a "wrap-around" document based upon the current Form 10-K or a recent prospectus of the reporting issuer. As currently drafted, paragraph F.7 requires that all of the reporting issuer's current Form 10-K or recent prospectus be incorporated into the document that is filed as an annual information form. Paragraph F.7 does not authorize a reporting issuer to incorporate by reference only those parts of its current Form 10-K or recent prospectus which it believes are relevant to the requirements of an annual information form as set out in Appendix A to Policy 5.6.

Accordingly, first annual information forms of reporting issuers, which are filed after the date of publication of this notice, will not be accepted for filing where such annual information forms purport to incorporate by reference parts of a reporting issuer's current Form 10-K or recent prospectus, as opposed to utilizing the whole of such documents as the basis for the annual information form. The Commission expects reporting issuers who have already filed annual information forms with the Commission to comply with paragraph F.7 when they next refile an annual information form pursuant to paragraph F.3 of Policy 5.6.

1.3 ACTING SECRETARY TO THE COMMISSION

July 9, 1985.

The Commission announces that Mr. R. Mecredy-Williams, one of its Corporate Finance solicitors, has been designated Acting Secretary during the absence on leave of the Secretary to the Commission, Mrs. Julie-Luce B. Farrell, effective August 2, 1985.

CHAPTER 2
DECISIONS, ORDERS AND RULINGS

2.1 PROMPT OFFERING QUALIFICATION SYSTEM

Headnote

Previous order, dated November 22, 1984, providing for the Prompt Offering Qualification System was rescinded and a new Order substituted therefor in order to effect certain minor housekeeping amendments to the Policy.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 52, 73, 140

Policies Cited

OSC Policy 5.6

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF A
PROMPT OFFERING QUALIFICATION SYSTEM

ORDER
(Section 140)

UPON an application by the Director to the Ontario Securities Commission (the "Commission") pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") to amend an order of the Commission made under section 140 of the Act on November 22, 1984 (the "Order") ((1984) 7 OSCB 4901) which Order rescinded and replaced an order made by the Commission under section 140 of the Act on February 3, 1984 ((1984) 7 OSCB 580) which order rescinded and replaced an order made by the Commission under section 140 of the Act on December 16, 1982 ((1982) 4 OSCB 425B) which order rescinded and replaced an order made by the Commission under section 73 of the Act on October 28, 1982 ((1982) 4 OSCB 241B), providing that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System" (formerly OSC Policy 3-67 and hereafter referred to as the "Policy"), to provide for minor housekeeping amendments to the Policy;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to section 140 of the Act that the Order be rescinded and the following substituted therefor:

"UPON an application by the Director of the Ontario Securities Commission (the "Commission") for an order under section 73 of the Securities Act, R.S.O. 1980, c.466 as amended (the "Act") that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus, with respect to distributions of securities effected in compliance with OSC Policy 5.6 entitled "Prompt Offering Qualification System", a copy of which is attached hereto as Schedule "A", as the same may be amended by the Commission from time to time hereafter (the "Policy");

AND UPON the Commission being of the opinion that to so order will, through the incorporation by reference of the permanent disclosure record for reporting issuers provided by the operation of the timely and continuous disclosure system under the Act together with the information required under the Policy specifically relating to the securities that are the subject of a distribution in compliance with the Policy, shorten the time periods and streamline the procedures by which issuers that qualify under the Policy may have access to the capital markets through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED pursuant to subsection 73(1) of the Act that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 52 of the Act, with respect to distributions of securities that are effected in compliance with the Policy provided that:

1. a preliminary short form prospectus and short form prospectus complying with the Policy are filed under section 52 of the Act pursuant to and in accordance with the Policy; and
2. the distribution of securities pursuant to a short form prospectus filed under section 52 of the Act shall otherwise comply with and be subject to the provisions of the Act."

July 12th, 1985.

"S. M. Beck"

"Charles Salter"

2.2 PART XVII OF THE SECURITIES ACT/CERTAIN REPORTING ISSUERS

Headnote

Policy 7.1 Order amended to provide for a new "Category G reporting issuer", being reporting issuers that are eligible to use the Prompt Offering Qualification System pursuant to OSC Policy 5.6 and to exempt such category of reporting issuers from the requirements of s.78 of the Act in certain circumstances.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 77, 78, 79(b)(iii), 140.

Policies Cited

OSC Policy 5.6, 7.1

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF PART XVII OF THE SECURITIES ACT

AND

IN THE MATTER OF CERTAIN REPORTING ISSUERS

ORDER
(Section 140)

WHEREAS by an order (the "Policy 7.1 Order") published as Appendix A to OSC Policy Statement 7.1, the Ontario Securities Commission (the "Commission") granted exemptions from certain of the obligations set out in Part XVII of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act"); and

WHEREAS it seems to the Commission to be desirable and not prejudicial to the public interest to vary the Policy 7.1 Order to provide an additional exemption;

NOW THEREFORE IT IS ORDERED that the Policy 7.1 Order be and is hereby amended as follows:

1. An additional category of issuer is included in the third recital of the Policy 7.1 Order as follows:
 - (g) "Category G reporting issuer" means reporting issuers that are eligible to use the Prompt Offering Qualification System pursuant to OSC Policy Statement 5.6.
2. The following numbered paragraph 13 is added thereto:
 - (13) Pursuant to subclause 79(b)(iii) of the Act, that a category G reporting issuer shall, notwithstanding section 78 of the Act, not be obligated to send to holders of its securities in Ontario financial statements filed with the Commission pursuant

to section 77 of the Act concurrently with such filing, if:

- (i) such financial statements have been filed with the Commission in order to comply with the provisions of Paragraph H.3 of O.S.C. Policy Statement 5.6; and
- (ii) a press release summarizing or setting out the financial statements is released in Canada substantially concurrently with their filing with the Commission;

but the statements shall be distributed to security holders in Ontario as required by section 78 of the Act no later than the last date upon which they could have been filed with the Commission in compliance with section 77 of the Act.

July 12th, 1985.

"S. M. Beck"

"Charles Salter"

2.3 STANDARD BROADCASTING CORPORATION LIMITED

Headnote

Directors of the offeree company granted an extension of the time for sending a directors' circular to shareholders.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s.99(e)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF STANDARD BROADCASTING CORPORATION LIMITED

ORDER
(Section 99(e))

UPON the application of Standard Broadcasting Corporation Limited ("Standard") to the Ontario Securities Commission (the "Commission") pursuant to section 99 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") for an order extending the time to 3:00 p.m. (Toronto time) on July 11, 1985 for sending the directors' circular in connection with the offer (the "Selkirk Offer") dated June 27, 1985 of Selkirk Communications Limited ("Selkirk") for all the shares of Standard at a price of \$24.00 per share;

AND UPON it being represented to the Commission that:

- (a) the directors of Standard delayed preparing a directors' circular pertaining to the Selkirk Offer until they were in receipt of a notice of variation of the Selkirk Offer, which notice of variation they understood would be mailed to shareholders of Standard on or about July 5, 1985; and
- (b) the directors of Standard were informed at 12:00 noon on July 8, 1985 that the Selkirk Offer would not be varied and that a notice of variation would not be mailed to shareholders of Standard;

AND UPON the Commission being of the opinion that to make this Order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that the board of directors of Standard be granted an extension until 3:00 p.m. (Toronto time) on Thursday, July 11, 1985 to send a directors' circular pertaining to the Selkirk Offer to its shareholders.

July 8th, 1985.

"S. M. Beck"

"Charles Salter"

2.4 CAN-DIVE SERVICES LTD.

Headnote

Section 73 - Issue and trade of shares to investment syndicate exempted from the requirements of sections 24 and 52 where Ontario investors who purchase directly less than \$97,000 each will also indirectly invest through a venture capital fund purchasing in excess of \$97,000, and such investors also share the same investment counsel.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF CAN-DIVE SERVICES LTD.
AND NUYTCO SERVICES LTD.

RULING
(Section 73)

UPON the application of Can-Dive Services Ltd. ("Can-Dive") and Nuytco Services Ltd. (Nuytco") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to Section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that the distribution of Common Shares of Can-Dive by Can-Dive and Nuytco is not subject to the registration and prospectus requirements of Sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing to the Commission that:

1. Can-Dive and Nuytco are both private companies incorporated under the laws of the Province of British Columbia;
2. Can-Dive has an authorized capital of 5,000 Class A common shares and 5,000 Class B non-voting common shares of which 400 Class A common shares and 400 Class B non-voting common shares are issued and outstanding, which capital Can-Dive proposes to reorganize (the "Reorganization") such that the authorized capital of Can-Dive will consist of one class of Common Shares (the "New Shares");
3. Following the Reorganization, 82% of the issued and outstanding New Shares of Can-Dive will be beneficially owned by Nuytco and 18% will be beneficially owned by employees of Can-Dive other than Mr. Philip Nuytten, the sole shareholder of Nuytco;
4. Following the Reorganization, an investment syndicate comprised of twelve institutional and private venture capital investors (the "Investment Syndicate") proposes to acquire New Shares of Can-Dive (the "Share Acquisition") by way of a purchase from Can-Dive and a concurrent purchase from Nuytco such that the Investment Syndicate will hold 33.9% of the then issued and outstanding New Shares;
5. The name of each member of the Investment Syndicate and the amount to be invested by each member thereof in connection with the Share Acquisition is set forth in Schedule "A" to this ruling;

6. Five members of the Investment Syndicate are pension funds whose investment portfolios are managed by the Toronto office of a single investment counsel (the "Ontario Participants");
7. Ventures West Technologies Limited ("VWT Company") and Ventures West Technologies Limited Partnership ("VWT Partnership") are both members of the Investment Syndicate and all Ontario Participants are investors in VWT Company in addition to their proposed investment under the Share Acquisition;
8. The Share Acquisition will be carried out pursuant to a written agreement among Can-Dive, Nuytco, VWT Company, VWT Partnership and Vengrowth Capital Funds (the "Agreement") whereby the Investment Syndicate will purchase approximately 311,800 New Shares from Nuytco for a purchase price of approximately \$2,650,000 and approximately 41,200 New Shares from Can-Dive for a purchase price of approximately \$350,000;
9. All members of the Investment Syndicate, whether or not signatories to the Agreement, will by the terms of the Agreement and supplemental agreements be entitled to the benefit of the representations and warranties to be provided by Can-Dive and Nuytco pursuant to the Agreement; and
10. After giving effect to the Share Acquisition the issued and outstanding New Shares of Can-Dive will be beneficially owned as to 50.7% by Nuytco, as to 33.9% by the Investment Syndicate, and as to 15.4% by employees of Can-Dive other than Philip Nuytten, and after giving effect to the exercise of stock options to be granted under a proposed employee incentive stock option plan of Can-Dive in connection with the Share Acquisition, the issued and outstanding New Shares will be beneficially owned as to 57.3% by Nuytco, as to 26.8% by the Investment Syndicate, and as to 15.9% by such employees of Can-Dive.

AND UPON being satisfied that the making of the requested ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the distribution of the New Shares by Can-Dive and Nuytco to the Ontario Participants in connection with the Share Acquisition is not subject to the registration and prospectus requirements of Sections 24 and 52 of the Act, provided that:

1. The respective vendor of the New Shares complies with subsection 71(3) of the Act; and
2. The first trade in each New Share issued pursuant to this ruling shall be made in accordance with subsection 71(4) of the Act as if such New Share had been acquired by the vendor under the exemption contained in clause 71(1)(d) of the Act.

July 5th, 1985.

"Charles Salter"

"A. T. Holland"

SCHEDULE "A"

<u>Name of Investor</u>	<u>Amount</u>
1. Ventures West Technologies Limited	\$984,742
2. Ventures West Technologies Limited Partnership	275,196
VWT Company Investors:	
3. B.C. Telephone Company Management Pension Trust Fund	400,010
4. Simon Fraser University Academic Staff Pension Plan	150,000
5. Simon Fraser University Administration Staff Pension Fund	100,011
Fraser Inc. Pension Plans:	
*6. Fund 1	60,010
*7. Fund 2	80,002
*8. Fund 3	23,341
*9. Fund 4	<u>36,669</u>
Total Fraser Inc. Pension Plans	<u>200,022</u> 200,022
*10. Livingston International Inc. Pension Trust Fund	<u>40,001</u>
Total VWT Company Investors:	<u>890,052</u> 890,052
VWT Partnership Investor:	
11. H.R. Whittall	100,011
12. Vengrowth Capital Funds	<u>750,006</u>
TOTAL:	<u>\$3,000,007</u>

*Note: The Ontario Participants consist of nos. 6, 7, 8, 9, 10 above.

2.5 BARBECON INC.

Headnote

Issuer deemed to have ceased to be reporting issuer under the Act.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.82

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF BARBECON INC.

ORDER
(Section 82)

UPON the application of BARBECON INC., a company amalgamated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that BARBECON INC., now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that BARBECON INC., be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act.

July 16, 1985.

"R. J. Kane"

"J. W. Blain"

2.6 MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

Headnote

Exemption granted to United States take-over bidder from compliance with take-over bid requirements in PART XIX of the Act - exemption granted from prospectus requirements of sections 52 and 61 of the Act, pursuant to section 73.(1) of the Act, to permit the distribution to Ontario resident offerees tendering to the take-over bid of the consideration payable by the take-over offeror.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.52, 61, 73.(1) and 99.(e).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MISSOURI-
KANSAS-TEXAS RAILROAD COMPANY

ORDER

(Section 73 and 99)

UPON THE APPLICATION OF Missouri-Kansas-Texas Railroad Company ("MKT") for an Order pursuant to clause 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting MKT from the provisions of PART XIX of the Act in connection with its offer dated June 26, 1985 (the "Offer") to exchange Negotiable Certificates of Deposit ("NCDs") for its outstanding Registered Certificates Representing a Charge on Income ("RCs") and for an Order pursuant to subsection 73(1) of the Act exempting the issuance of the NCDs and certain transfers of the RCs from the provisions of sections 24 and 52 of the Act;

AND UPON it appearing to the Commission that:

- (a) MKT is a company existing under the laws of the State of Delaware, one of the United States of America, and is registered under the Securities Exchange Act of 1934, and is in compliance with that Act;
- (b) MKT has issued and outstanding 1,952,036 common shares, RCs representing an aggregate charge on income of \$73,370,500 and \$51,665,500 aggregate principal amount of income debentures ("Debentures");
- (c) 1,908,467 of the common shares of MKT and RCs representing an aggregate charge on income of \$13,822,930 are owned by Katy Industries, Inc. ("Katy"), a Delaware corporation;
- (d) The Debentures are listed and posted for trading on the New York Stock Exchange, the common shares of MKT and the RCs are not listed on any stock exchange in Canada or the United States of America, and the NCDs will not be listed on any stock exchange in Canada or the United States of America;
- (e) As of June 18, 1985, registered holders of RCs having addresses in Ontario hold approximately 11.5 per cent of the RCs, representing

approximately \$8,407,000 of the aggregate charge on income;

- (f) The RCs have no voting rights, have no maturity, bear no interest and are retirable through the operation of non-cumulative sinking fund payments which are required to be made out of certain funds, if available, and no such funds have yet been available;
- (g) Pursuant to a Unification Agreement (the "Unification Agreement") dated as of May 22, 1985, among MKT, Katy, Missouri Pacific Railroad Company ("Missouri Pacific") and Union Pacific Corporation, of which Missouri Pacific is an indirect, wholly-owned subsidiary, it is proposed, subject to the prior consent of the Interstate Commerce Commission in the United States of America that a unification will be accomplished as follows:
 - (i) the purchase by Missouri Pacific from Katy of its holding of common shares of MKT;
 - (ii) the acquisition by Missouri Pacific of all the common shares of MKT not owned by Katy through a merger of a newly-formed subsidiary of Missouri Pacific with MKT; and
 - (iii) a consolidation of the properties of MKT with Missouri Pacific, either by their lease to Missouri Pacific or by a merger of MKT into Missouri Pacific.

The consumation of the Unification Agreement is conditioned, among other things, upon MKT obtaining binding commitments pursuant to the Offer for the prior acquisition of RCs not currently owned by Katy representing an aggregate charge on income of at least \$30,199,400 (approximately 41.2% of the RCs and approximately 50.7% of the RCs held by persons other than Katy);

- (h) Under the Offer, the holders of RCs will be entitled, but not required, to tender an RC representing a \$110.00 charge on income of MKT for one NCD redeemable for \$25.00 cash immediately prior to the consumation of the Unification Agreement;
- (i) The terms and conditions of the NCDs shall be substantially as described in the Offer, and, subject to the terms of the Offer, MKT will issue the NCDs in exchange for the RCs;
- (j) The NCDs may be traded until the consumation of the Unification Agreement, at which time NCDs will be redeemable for \$25.00 in cash. If the Unification Agreement is not consumated, MKT will immediately be required to redeem the NCDs by transfer of the corresponding amounts of the RCs to the holders of the NCDs at that time; and
- (k) MKT is not required to file a prospectus or similar document under the Securities Act of 1933 and the Offer is being made in accordance with the Rules under section 13(e) of the Securities Exchange Act of 1934 governing tender offers, other than certain provisions as to filing requirements with the Securities and Exchange Commission;

AND UPON the Commission being of the opinion that to make these Orders would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to clause 99(e) of the Act, that the Offer be exempt from the provisions of Part XIX of the Act;

AND IT IS FURTHER ORDERED, pursuant to subsection 73(1) of the Act, that the issuance of the NCDs under the Offer is not subject to sections 24 and 52 of the Act and that the transfer of the RCs to the then current holders of NCDs in circumstances in which the NCDs are redeemable by the transfer to the then holders of NCDs of the RCs is not subject to sections 24 and 52 of the Act;

PROVIDED THAT all material relating to the Offer which has been or will be sent by MKT to security holders resident in the United States of America shall be sent to security holders of MKT resident in Ontario and a copy thereof shall be sent to the Commission.

July 3rd, 1985.

"Charles Salter"

"J. W. Blain"

2.7 CANADIAN REALTY INVESTORS

Headnote

Finance company exempted from filing financial statements, Form 29 annual report and such other forms as are deemed appropriate by the Commission.

Statutes Cited

Securities Act, R.S.O. 1980, c.466 as am., ss. 76(1), 77(1)

Regulations Cited

Regulation under the Securities Act, R.R.O. 1980, Reg. 910, as am. ss. 12(5)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF CANADIAN REALTY INVESTORS

ORDER

(Subsection 12(5) Regulations)

UPON the application of Canadian Realty Investors ("CRI") (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to subsection 12(5) of the Regulations under the Securities Act, R.S.O. 1980, c.466 (respectively the "Regulations" and the "Act") for an order exempting the Applicant from the requirements of subsection 12(1) and (2) of the Regulations;

AND WHEREAS subsection 12(1) of the Regulations requires that a finance company not otherwise required to file financial statements in accordance with sections 76 and 77 of the Act, shall file the financial statements required under subsections 76(1) and 77(1) of the Act, as appropriate, as though the finance company was subject to the said subsections;

AND WHEREAS subsection 12(2) of the Regulations requires that a finance company whether or not otherwise required to file financial statements in accordance with sections 76 and 77 of the Act shall file, annually, a report prepared in accordance with Form 29, and such other forms as are deemed appropriate by the Commission;

AND WHEREAS the Applicant has represented to the Commission that all trust units representing the beneficial ownership interest in CRI are owned by Crown Trust Company;

AND WHEREAS the Commission is of the opinion that the mode of operation of the Applicant is such that all of the reporting requirements of subsections 12(1) and (2) of the Regulation are not appropriate;

IT IS ORDERED pursuant to subsection 12(5) of the Regulations that:

The Applicant be and hereby is exempted from the requirements of subsection 12(1) of the Regulations that it file the financial statements required under sections 76 and 77 of the Act and from the requirement of subsection 12(2) of the Regulations that it file

a report in accordance with Form 29 or such other forms as may be deemed appropriate by the Commission.

July 16th. 1985.

"R. J. Kane"

"J. W. Blain"

2.8 NIM AND COMPANY, LIMITED PARTNERSHIP - 1985

Headnote

The first trades in securities of non-reporting issuers, which securities are subject to the hold periods set out in subsection 71(4), were exempted from the requirements of section 52 of the Act provided that such trades are made through the facilities of a stock exchange located outside of Ontario and one year has elapsed from the date of issue of the securities.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., ss.52,71(4),73

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF NIM AND COMPANY, LIMITED PARTNERSHIP - 1985
NIM (QUEBEC) AND COMPANY, LIMITED PARTNERSHIP - 1985 AND
PERPETUAL GROWTH FUND LIMITED

RULING
(Section 73)

UPON the application of NIM and Company, Limited Partnership - 1985 ("NIM"), NIM (Quebec) and Company, Limited Partnership - 1985 ("NIM (Quebec)") (collectively the "Partnerships") and Perpetual Growth Fund Limited (the "Fund") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that the first trades by the Fund in certain securities to be acquired by the Partnerships and subsequently transferred to the Fund are not subject to section 52 of the Act; and

UPON it being represented to the Commission that:

1. each of the Partnerships is a limited partnership organized under the laws of Quebec and whose registered office is in Quebec;
2. the Fund is a company incorporated under the laws of Canada whose registered office is in Ottawa, Ontario;
3. each of the Partnerships and the Fund is a reporting issuer under the Act;
4. the general partner of each Partnership is NIM Management Ltd. (the "General Partner");
5. the General Partner will cause NIM and/or NIM (Quebec) to enter into agreements (the "Exploration Agreements") with certain companies, which are not reporting issuers under the Act, engaged in the exploration for, or development or mining of, mineral resource properties in Canada or the exploration for, or development or production of oil or natural gas resource properties in Canada ("Public Resource Companies");

6. pursuant to the Exploration Agreements the Partnerships will conduct exploration activities and incur Canadian exploration expense as defined in paragraph 66.1(6)(a) of the Income Tax Act (Canada) as consideration for common shares in the capital of the Public Resource Companies which are listed only on one or more stock exchanges located outside of Ontario, or rights to such shares (such common shares or rights to such shares being collectively referred to as "Flow-Through Shares") which entitle the holder thereof to certain income tax deductions;
7. it is the intention of the Partnerships that substantially all of the assets of the Partnerships, including the Flow-Through Shares, will be exchanged for all of the shares of the Fund on or about June 30, 1986 and within 60 days thereafter the Partnerships will be dissolved and their net assets, consisting of shares of the Fund and cash on hand, if any, will be distributed to the limited partners of the Partnerships; and

UPON reviewing the application and the recommendation of staff of the Commission; and

UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to section 73 of the Act that the first trade by the Fund in each Flow-Through Share acquired by the Fund from either of the Partnerships is not subject to section 52 of the Act provided that:

- (a) the Fund is a reporting issuer under the Act;
- (b) one year has elapsed from the date of execution of the Exploration Agreement pursuant to which such Flow-Through Share is issued; and
- (c) the trade is made through the facilities of a stock exchange located outside of Ontario on which such Flow-Through Share is listed.

July 15, 1985.

"S. M. Beck"

"J. W. Blain"

2.9 CANREIT INVESTORS LIMITED

Headnote

Finance company exempted from filing financial statements, Form 29 annual report and such other forms as are deemed appropriate by the Commission.

Statutes Cited

Securities Act, R.S.O. 1980, c.466 as am., ss. 76(1), 77(1)

Regulations Cited

Regulation under the Securities Act, R.R.O. 1980, Reg. 910, as am. ss. 12(5)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF CANREIT INVESTORS LIMITED

ORDER

(Subsection 12(5) Regulations)

UPON the application of Canreit Investors Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to subsection 12(5) of the Regulations under the Securities Act, R.S.O. 1980, c.466 (respectively the "Regulations" and the "Act") for an order exempting the Applicant from the requirements of subsection 12(1) and (2) of the Regulations;

AND WHEREAS subsection 12(1) of the Regulations requires that a finance company not otherwise required to file financial statements in accordance with sections 76 and 77 of the Act, shall file the financial statements required under subsections 76(1) and 77(1) of the Act, as appropriate, as though the finance company was subject to the said subsections;

AND WHEREAS subsection 12(2) of the Regulations requires that a finance company whether or not otherwise required to file financial statements in accordance with sections 76 and 77 of the Act shall file, annually, a report prepared in accordance with Form 29, and such other forms as are deemed appropriate by the Commission;

AND WHEREAS the Applicant has represented to the Commission that:
(A) All funds borrowed from the public by Canreit which were lent to Canadian Realty Investors were repaid in full on December 31, 1984; and (B) It is intended that Canreit be dissolved;

AND WHEREAS the Commission is of the opinion that the mode of operation of the Applicant is such that all of the reporting requirements of subsections 12(1) and (2) of the Regulation are not appropriate;

IT IS ORDERED pursuant to subsection 12(5) of the Regulations that:

The Applicant be and hereby is exempted from the requirements of subsection 12(1) of the Regulations that it file the financial statements required under sections 76 and 77 of the Act and from

the requirement of subsection 12(2) of the Regulations that it file a report in accordance with Form 29 or such other forms as may be deemed appropriate by the Commission.

July 16th, 1985.

"R. J. Kane"

"J. W. Blain"

2.10 CALAIS RESOURCES LTD.

Headnote

Issuer deemed to have ceased to be reporting issuer under the Act.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.82

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF CALAIS RESOURCES LTD.

ORDER
(Section 82)

UPON the application of CALAIS RESOURCES LTD., a company incorporated under the laws of Alberta, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that CALAIS RESOURCES LTD., now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that CALAIS RESOURCES LTD., be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act.

July 16th, 1985.

"R. J. Kane"

"J. W. Blain"

2.11 ONTARIO HOSPITAL ASSOCIATION SHORT TERM INVESTMENT FUND

Headnote

Section 73 - Exemption from prospectus and registration requirements of sections 52 and 24 of the Securities Act granted to units of mutual fund having aggregate acquisition cost between \$25,000 and \$97,000 - Issuance of units restricted to member institutions of the mutual fund's organizer - Trades pursuant to ruling made subject to subsection 71(3) of the Act - First trades made subject to subsection 71(4) of the Act - certain amendments to Trust Agreement to receive prior consent of the Director.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF ONTARIO HOSPITAL ASSOCIATION
SHORT TERM INVESTMENT FUND

RULING
(Section 73)

UPON the application of Ontario Hospital Association Short Term Investment Fund (the "Issuer") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, Chapter 466, as amended, (the "Act") that the issuance of units of the Issuer having an aggregate acquisition cost between \$25,000 and \$97,000 is not subject to sections 24 or 52 of the Act;

AND UPON reading the application and recommendation of the staff of the Commission;

AND UPON the Issuer having represented to the Commission that:

- (a) The Issuer is a mutual fund organized under the laws of Ontario pursuant to a trust agreement made as of the 1st day of February, 1985 (the "Trust Agreement") between Ontario Hospital Association (the "Association") and National Trust Company ("National");
- (b) The Issuer is not a reporting issuer under the Act;
- (c) The assets of the Issuer are to be invested and reinvested in certain specified types of high quality short term investments of the type which are permitted for trustees whose investment powers are governed by the Trustee Act (Ontario);
- (d) The Trust Agreement restricts participation in the Issuer to member institutions of the Association ("Unitholders");
- (e) Units of the Issuer may not be transferred, pledged or otherwise disposed of except to permit redemption in accordance with the terms of the Trust Agreement;
- (f) Redemption of units is permitted at any time by notice given by a unitholder by noon on the day prior to the date the units are sought to be redeemed; and

- (g) Unitholders have the option of receiving net income and net realized gains in cash, or reinvesting their proportionate share of net income and net realized gains of the Fund for any calendar year;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the issuance by the Issuer of units having an aggregate acquisition cost between \$25,000 and \$97,000 to member institutions of the Association is not subject to sections 24 or 52 of the Act, provided that;

- (a) any amendment to the Trust Agreement which materially adversely affects the rights of a unitholder or which alters the conditions as to the issue or transfer of units of the Issuer must receive the consent of the Director prior to becoming effective; and
- (b) the Issuer shall comply with the provisions of subsection 71(3) of the Act as if subsection 3 were applicable thereto;

AND IT IS FURTHER RULED that the first trade in each of the units of the Issuer acquired in reliance on this ruling is a distribution unless such first trade is made in accordance with the provisions of subsection 71(4) of the Act as if subsection 4 were applicable thereto.

July 15, 1985.

"Charles Salter"

"J. W. Blain"

2.12 BRITISH TELECOMMUNICATIONS PLC ET AL

Headnote

S.73 - OSC Policy 5.6 - Prompt Offering Qualification System - Eligibility criteria - The requirement that the issuer have been a reporting issuer for 36 months was waived where the issuer, which wished to be in a position to make simultaneous offerings in the United States and Canada, was eligible as a "world class issuer" under SEC rules to use an expedited offering procedure, provided it attaches its annual information form or Form 20-F to its short-form prospectus until it meets the 36-month reporting requirement. The issuer was also permitted, at its election, to file a document containing a current Form 20-F instead of an annual information form, provided the document otherwise complies with paragraph F.7 of Policy 5.6.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF BRITISH TELECOMMUNICATIONS PLC

AND

IN THE MATTER OF O. S. C. POLICY 5.6 - PROMPT OFFERING
QUALIFICATION SYSTEM

RULING
(Section 73)

UPON the application of British Telecommunications plc (the "Company") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") having the effect of permitting the Company to participate in the Prompt Offering Qualification System pursuant to Policy 5.6 of the Commission (the "Policy") as if the Company were an eligible reporting issuer within the meaning of the Policy and, at its election, to file a document containing a current Form 20-F accepted for filing with the Securities and Exchange Commission of the United States of America (the "SEC") under the Securities and Exchange Act of 1934 (the "Exchange Act") instead of an annual information form;

AND UPON it being represented to the Commission that:

1. The Company was incorporated on August 6, 1984 in England and Wales under the Companies Act, 1948 to 1981 of the United Kingdom of Great Britain and Northern Ireland (the "United Kingdom") and prior to August 6, 1984, the business of the Company was operated by a United Kingdom statutory corporation known as "British Telecommunications".
2. In December, 1984, Her Majesty's Government of the United Kingdom, theretofore the sole shareholder of the Company, sold 50.2% of the shares of the Company in a combined offering made in the United Kingdom, Canada, the United States and Japan. The aggregate proceeds of the combined offering were approximately \$6 billion.

3. The Company would be eligible to use the Prompt Offering Qualification System but for the fact that it will not have been a reporting issuer under the Act for 36 months at the time it proposes to file an annual information form or a Form 20-F in lieu thereof.
4. The Company has been a reporting issuer under the Act since December 3, 1984, a period of approximately 6 months.
5. The Company has filed with the Commission and other Canadian securities administrators a public disclosure document in the form of a prospectus dated December 3, 1984 relating to American Depositary Shares ("ADS's") representing shares of the Company.
6. The Company's predecessor statutory corporation, British Telecommunications, has since March 31, 1982 tabled its annual reports and accounts before the Parliament of the United Kingdom and Northern Ireland pursuant to the British Telecommunications Act, 1981 and such information is and has been available to the public.
7. The ADS's are listed on The Toronto Stock Exchange and the New York Stock Exchange and the shares of the Company are listed on The Stock Exchange, London.
8. The Company issued ADS's in the United States of America under a registration statement and prospectus in Form F-1 and, as a consequence, became subject to the registration requirements of the Exchange Act. The Exchange Act requires the Company, as a foreign private issuer, to complete and file an annual report prepared in accordance with Form 20-F, which is similar to the annual report in Form 10-K that must be completed by United States and Canadian issuers that have sold securities in the United States pursuant to a prospectus.
9. Form F-2 under the Exchange Act provides for a short form prospectus that incorporates by reference and has attached thereto the current annual report in Form 20-F.
10. The SEC has established a category of foreign private issuer referred to as a "world class issuer". A world class issuer is an issuer which is a reporting company under the Exchange Act with an aggregate market value of its shares held by non-affiliates of \$300 million or more world-wide. A world class issuer which has not been a reporting company under the Exchange Act for three years, but is up-to-date in its SEC filings may utilize a short form prospectus in Form F-2 for primary and secondary offerings for cash in the United States provided that it has filed at least one Form 20-F and the latest Form 20-F included financial statements in accordance with item 18 of such Form.
11. In order to facilitate simultaneous offerings of securities by the Company in both the United States and Ontario it is necessary to harmonize the operation of the securities laws of both jurisdictions by permitting the Company to use the prompt qualification system on a basis comparable to that available to the Company in the United States.
12. A prospective purchaser of securities of the Company offered under a prospectus in Ontario in the manner proposed by the Company would receive substantially the same amount and quality of information as would a recipient of an ordinary preliminary and final prospectus because the Company would be required to attach its current annual

information form or Form 20-F to its preliminary and final short form prospectus. The Form 20-F will also contain the Company's most recent audited annual financial statements.

AND UPON the Commission being satisfied that to grant this ruling would not be prejudicial to the public interest.

IT IS RULED pursuant to subsection 73(1) of the Act that section 52 of the Act shall not apply, insofar only as that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 52 of the Act with respect to distributions of securities of the Company that are effected in accordance with the Policy, provided that:

- (a) the Company files with the Commission audited financial statements of its predecessor statutory corporation, known as British Telecommunications, for the years ended March 31, 1982, March 31, 1983 and March 31, 1984 and audited financial statements of the Company for the year ended March 31, 1985;
- (b) the Company shall comply with all of the filing requirements and procedures and each of the eligibility requirements under the Policy, with the exception of:
 - (i) the eligibility requirement relating to the length of time an issuer must be a reporting issuer set forth in Clause B.1(a) of the Policy;
 - (ii) at the Company's election, the requirement relating to the filing of an annual information form set forth in Clause B.1(b) of the Policy;
- (c) if the Company elects not to file an annual information form as required by Clause B.1(b) of the Policy, it shall file a document containing a current Form 20-F accepted for filing with the SEC under the Exchange Act, provided the document otherwise complies with paragraph F.7 of the Policy;
- (d) at the time of distributing its securities in Ontario, the Company shall file a preliminary short form prospectus and short form prospectus complying with the Policy under section 52 of the Act pursuant to and in accordance with the Policy;
- (e) the Company shall attach its current annual information form or annual report in Form 20-F to the preliminary short form prospectus and short form prospectus until December 3, 1987 or until such earlier or later date as it may be required to do so under the securities laws of the United States of America applicable to the Company; and
- (f) the distribution of securities of the Company pursuant to a short form prospectus filed under section 52 of the Act shall otherwise comply with and be subject to the provisions of the Act.

July 11, 1985.

"S. M. Beck"

"Charles Salter"

2.13 WARNACO OF CANADA LIMITED

Headnote

Issuer deemed to have ceased to be reporting issuer under the Act.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.82

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF WARNACO OF CANADA LIMITED

ORDER
(Section 82)

UPON the application of WARNACO OF CANADA LIMITED, a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that WARNACO OF CANADA LIMITED now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that WARNACO OF CANADA LIMITED be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act.

July 16th, 1985.

"R. J. Kane"

"J. W. Blain"

2.14 CANUC RESOURCES INC.

Headnote

Ruling exempting from prospectus and registration requirements the issuance of applicant's convertible preference shares to creditors, subject to certain conditions - first trades in shares obtained pursuant to this ruling ruled subject to subsection 71(5) of the Act and section 18a of the Regulation as though such shares had been acquired pursuant to an exemption referred to in subsection 71(5) of the Act

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., ss. 71(5), 73.

Regulation Cited

Regulation under Securities Act, R. R. O. 1980, Reg. 910, as am.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466,

AND

IN THE MATTER OF CANUC RESOURCES INC.

RULING
(Section 73)

UPON the application of Canuc Resources Inc. ("Canuc") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73(1) of the Securities Act, R. S. O. 1980, c. 466 (the "Act") that a proposed issuance by Canuc of a maximum of 5,216,145 10% Non-Cumulative, Convertible Preference Shares, Series A (the "Series A Preference Shares") pursuant to a debt restructuring plan to holders of its outstanding unsecured convertible debentures in the aggregate principal amount of \$600,000 to holders of its outstanding secured convertible debentures in the aggregate principal amount of \$825,000 and to an officer and director of Canuc in respect of cash advances amounting to \$140,000 (collectively referred to as the "Creditors") is not subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

IT IS RULED pursuant to section 73(1) of the Act that the proposed issuance by Canuc of up to a maximum of 5,216,145 Series A Preference Shares to the Creditors in connection with the exchange of such debt obligations for Series A Preference Shares or the issue of Series A Preference Shares in satisfaction of interest payable under such debt obligations is not subject to the registration and prospectus requirements of sections 24 and 52 of the Act, respectively, provided that:

1. Canuc shall provide to each of the Creditors who acquires shares pursuant to this ruling a copy of this ruling together with a copy of the most recent annual report of Canuc and a copy of the most recent unaudited interim financial statements of Canuc;
2. Canuc shall obtain from each of the Creditors who acquires shares pursuant to this ruling and shall file with the Commission a written acknowledgement that such Creditor:

- (a) has received a copy of this ruling and those documents referred to in paragraph 1 of this ruling, where applicable;
- (b) is aware of the limitations imposed by this ruling upon disposition of the shares which are the subject of this ruling; and
- (c) is aware that the protections, rights and remedies provided by the Act in respect of securities issued pursuant to a prospectus are not available to the Creditors in respect of the shares acquired pursuant to this ruling;

AND IT IS FURTHER RULED that the first trades in each of the Series A Preference Shares (or the common shares obtained on conversion thereof) acquired pursuant to this ruling shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation thereto as if such shares had been acquired pursuant to an exemption referred to in subsection 71(5) of the Act.

July 15, 1985.

"Charles Salter"

"J. W. Blain"

2.15 ROGERS TELECOMMUNICATIONS LIMITED ET AL

Headnote

Distribution of shares held by controlling group of affiliated companies exempted from six month hold period requirement of subsection 19c(1) of the Regulation where the shares had been transferred from other affiliated companies which had held the shares in excess of six months.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s.s. 71(7), 73

Regulations Cited

Regulations under Securities Act, RRO 1980, Reg 910, as am., s.19c.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF ROGERS TELECOMMUNICATIONS LIMITED
AND ROGERS RADIO BROADCASTING LIMITED

RULING
(Section 73)

UPON the application of Rogers Telecommunications Limited ("RTL") and Rogers Radio Broadcasting Limited ("RRBL") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that the distribution of up to 1,500,000 Class B non-voting shares of Rogers Cablesystems Inc. ("RCI") by RTL and RRBL is not subject to section 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing to the Commission that:

- (a) The Class A voting shares and Class B non-voting shares of RCI are listed for trading on The Toronto Stock Exchange;
- (b) RCI has been a reporting issuer under the Act for at least 18 months and is not in default of any requirement of the Act or the Regulation made under the Act;
- (c) RTL owns all of the outstanding voting shares of RRBL, and RTL and RRBL own all of the outstanding voting shares of RCI Cablesystems Holdings Limited ("Holdings") and therefore RTL, RRBL and Holdings are affiliated companies;
- (d) RTL and Holdings hold respectively 368,500 and 3,300,000 (in aggregate approximately 71%) of the outstanding Class A voting shares of RCI and respectively 107,432 and 3,995,034 (in aggregate approximately 23%) of the outstanding Class B non-voting shares of RCI (the "Class B Non-Voting Shares");

- (e) RRBL currently holds no shares of RCI;
- (f) RTL and Holdings have held the Class B Non-Voting Shares for more than six months, and RTL and Holdings did not acquire any of the Class B Non-Voting Shares within the past year under any of the exemptions set out in subsection 19c(2) of the Regulation under the Act;
- (g) Holdings proposes to transfer up to 1,500,000 of the Class B Non-Voting Shares to RTL and RRBL, and RTL and RRBL propose to distribute the shares so transferred; and
- (h) On July 4, 1985, RTL, RRBL and Holdings each filed with the Commission and with The Toronto Stock Exchange a notice of intention to distribute an aggregate of up to 1,500,000 of the Class B Non-Voting Shares of RCI together with the accompanying declaration undertaking and certificate, all in the form prescribed under the Regulation under the Act (the notices of intention, declarations, undertakings and certificates so filed by RTL and RRBL being herein called the "Notices of Intention");

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the distribution by RTL and RRBL of up to 1,500,000 of the Class B Non-Voting Shares of RCI acquired by them from Holdings is not subject to section 52 of the Act provided that:

1. the distribution is made as contemplated by and in accordance with the Notices of Intention;
2. the first trade made to carry out such distribution occurs not earlier than July 12, 1985 and no later than July 18, 1985;
3. at the time of any trade made to carry out such distribution the representations, undertakings and certifications contained in the Notices of Intention or any renewal thereof are true and have been carried out;
4. within three days after the completion of any such trade there is filed with the Commission a report of the trade in the form prescribed under Part XX of the Act; and
5. no unusual effort is made to prepare the market or to create a demand for the securities and no extraordinary commission or other consideration is paid in respect of such trade.

July 12, 1985.

"Charles Salter"

"J. W. Blain"

2.16 FIRST CITY REALFUND

Headnote

A Trust company, which was in the process of becoming registered as a mutual fund dealer, was permitted to continue selling units of a certain real estate mutual fund through non-registrants employed in its branch offices for a period of six months, during which period two employees of each branch of the trust company in Ontario would become registered as salesmen or trading officers.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as amended, s.s. 140, 24, 73

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF FIRST CITY REALFUND

ORDER
(Section 140)

UPON the application of First City RealFund ("RealFund") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") that trades in units of RealFund are not subject to section 24 of the Act;

AND UPON RealFund having represented to the Commission that:

1. RealFund is an open-ended mutual fund trust investing primarily in real estate, the units of which are distributed in Ontario pursuant to a prospectus dated December 21, 1984;
2. The Commission granted a ruling pursuant to section 73 of the Act on January 21, 1983 which exempted trades in units of RealFund from section 24 of the Act until February 15, 1984;
3. The Commission granted an order pursuant to section 140 of the Act on February 13, 1984 varying the aforesaid ruling by extending the expiry date of the ruling to June 30, 1984;
4. The Commission granted a ruling (the "Ruling") pursuant to section 73 of the Act on June 29, 1984 which exempted trades in units of RealFund made by or through the offices of First City Trust Company from section 24 of the Act until June 30, 1985;
5. First City Trust Company, which administers RealFund, has applied for registration under the Act as a mutual fund dealer, investment counsel and portfolio manager and upon registration will be entitled to trade in mutual fund securities through its head office in Ontario;
6. In order for trades in units of RealFund to be made through the branch offices of First City Trust Company, each branch in Ontario must have in its employ two individuals registered under the Act as salesmen or officers of a registered dealer, and it is anticipated that First City

Trust Company will satisfy this requirement within six months;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Commission being of the opinion that to vary the Ruling would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that the Ruling be varied by substituting therefor the following:

"IT IS RULED pursuant to section 73 of the Act that any trade in units of RealFund made by or through any branch of First City Trust Company in Ontario is not subject to section 24 of the Act provided that:

1. RealFund is administered by First City Trust Company which is a trust company registered under the Loan and Trust Corporations Act (Ontario);
2. RealFund has no promoter other than First City Development Corp. Ltd. which is a wholly-owned subsidiary of First City Trust Company;
3. RealFund engages First City Development Corp. Ltd. as its advisor upon its real property investments and engages First City Trust Company for advice upon the investment, solely in short-term debt securities of or guaranteed by the federal or a provincial government and short-term paper or certificates of deposit of or guaranteed by Canadian chartered banks, of the portion of its assets required to be maintained in liquid form;
4. RealFund consists of a pooled fund maintained solely to serve retirement savings plans, home ownership savings plans, retirement income funds, deferred profit sharing plans, pension plans, or other such plans registered under the Income Tax Act (Canada);
5. First City Trust Company shall have taken all steps necessary to obtain its registration under the Act as a mutual fund dealer investment counsel and portfolio manager on or before July 2, 1985;
6. such trade is made on or before the earlier of:
 - (a) December 30, 1985; and
 - (b) the date upon which each branch of First City Trust Company in Ontario has in its employ two individuals registered under the Act as mutual fund salesmen or trading officers of First City Trust Company."

July 2, 1985.

"Charles Salter"

"S. M. Beck"

2.17 BRITOIL PLC AND WOOD GUNDY INC.

Headnote

Ruling exempting from the prospectus requirements certain trades by a Canadian underwriter to financial institutions, exempt purchasers and sophisticated investors, of shares of a British public limited company, pursuant to an offering memorandum without a contractual right of action, subject to certain conditions.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 52, 73, 71(1)(a), (c), (d).

Regulation Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 21.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BRITOIL PLC
AND WOOD GUNDY INC.

RULING
(Section 73)

UPON the application of Wood Gundy Inc. ("Wood Gundy") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") exempting certain trades by Woody Gundy in ordinary shares of Britoil plc ("Britoil") from section 52 of the Act;

AND UPON reading the application and recommendations of Commission staff;

AND UPON it being represented that:

1. In November 1982, the Government of the United Kingdom sold just over 50 percent of the ordinary shares of Britoil, a public limited company established under British companies legislation to acquire the interests of the British National Oil Corporation, through a public offering;
2. Since that time, the ordinary shares of Britoil have been listed on The Stock Exchange, London;
3. The Government of the United Kingdom now intends to sell the balance of the Britoil shares through offerings in the United Kingdom, Canada and Europe;
4. It is proposed that Wood Gundy will acquire its portion of the shares of Britoil (the "Britoil Shares") on a firmly underwritten basis and then resell such Britoil Shares to purchasers in Canada pursuant to the exemptions contained in clauses 71(1)(a), (c), or (d) of the Act (the "Canadian Offering");

5. It is proposed that, consistent with British practice, a document (the "Document") containing prospectus-type disclosure concerning Britoil be prepared and distributed;
6. The Document would constitute an offering memorandum within the meaning of section 21 of the Regulation under the Act, except that, consistent with British practice, the Document would not provide a contractual right of action;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the trades by Wood Gundy in the Britoil Shares in connection with the Canadian Offering are not subject to section 52 of the Act, provided that:

1. Such trades are made pursuant to the exemptions in clauses 71(1) (a), (c) and (d) of the Act;
2. Each prospective purchaser in Ontario of the Britoil Shares pursuant to the Canadian Offering
 - (i) is provided with a copy of the Document; and
 - (ii) is advised by Wood Gundy that no contractual right of action is being provided; and
3. Wood Gundy files a copy of the Document with the Commission.

July 12, 1985.

"S. M. Beck"

"Charles Salter"

2.18 HUSKY OIL LTD.

Headnote

Insiders exempted from requirements with respect to the acquisition through certain dividend or option plans.

Statutes cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 117(2)(a)(ii), 102, 6

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER HUSKY OIL LTD.

ORDER

(Section 117(2)(a)(ii))

UPON the application of HUSKY OIL LTD. (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466, (the "Act");

AND UPON the Commission, pursuant to section 6 of the Act, having assigned to me the power to make an Order under section 117(2)a of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through Husky Oil Operations Ltd., Employee Profit Sharing and Savings Plan (the "Plan") provided that:

1. Each insider shall file by April 1st of each year a report in the form prescribed by section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Plan during the twelve month period ending December 31st preceding such date; and
2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

July 16th, 1985.

"John F. Leybourne"

2.19 GULF CANADA LIMITED

Headnote

A ruling of the Commission pursuant to section 99(e) of the Act exempting a reporting issuer from compliance with any requirements of section 91(1) of the Act applicable in respect of an agreement to purchase common shares of a reporting issuer was varied in order to reflect the further facts resulting from an amendment of the original purchase agreement by the parties.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 91(1), 99(e), 140

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF GULF CANADA LIMITED

ORDER
(Section 140)

UPON the application of Olympia & York Developments Limited ("Olympia & York") and Olympia & York Resources Inc. ("O&Y Resources") (collectively the "Applicant") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") to vary the order (the "Prior Order") dated May 23, 1985 issued by the Commission pursuant to clause 99(e) of the Act to exempt the Applicant from any requirements of subsection 91(1) of the Act applicable to the Applicant in respect of the purchase by the Applicant of common shares of Gulf Canada Limited ("Gulf Canada"), a corporation incorporated under the Canada Business Corporations Act, in the circumstances referred to in the Prior Order;

AND UPON it being represented to the Commission by the Applicant that:

1. as stated in the representations of the Applicant set out in the Prior Order:
 - (a) the Applicant has entered into an agreement of purchase and sale dated May 22, 1985 (the "Purchase Agreement") with Chevron Corporation ("Chevron") and Transocean Gulf Oil Company ("Transocean") providing, on the terms and conditions therein contained, for the purchase by O&Y Resources or an affiliate thereof of 112,020,000 common shares (the "Purchased Shares") of Gulf Canada from Transocean on July 16, 1985 for an aggregate purchase price of Cdn. \$2,488,376,240 (the "Purchase Price"), being a purchase price of Cdn. \$22.21 per share;
 - (b) the Purchase Agreement provides that the aggregate purchase price of Cdn. \$2,488,376,240 is to be satisfied on July 16, 1985 by the payment of Cdn. \$1,249,188,120 and U.S. \$895,431,838;
2. pursuant to agreements dated June 17, 1985 and June 20, 1985, respectively, (the "Amending Agreements") entered into between the Applicant, Chevron and Transocean, the Purchase Agreement has been

amended (i) by extending the time before which O&Y Resources may exercise its right to terminate the Purchase Agreement as a result of the non-fulfillment of a certain condition provided for therein to 8:00 p.m. (Eastern Daylight Time) on July 15, 1985, and (ii) by extending the closing date provided for in the Purchase Agreement from July 16, 1985 to August 15, 1985;

3. under the June 20, 1985 Amending Agreement O&Y Resources also agreed to pay a further amount of Cdn. \$15,000,000 to Transocean in order to increase the amount of the Deposit (as defined in the Purchase Agreement) towards the Purchase Price to be paid by O&Y Resources for the Purchased Shares from Cdn. \$10,000,000 to Cdn. \$25,000,000;
4. as a result of such increase in the Deposit, the amount of Canadian dollars payable on closing by O&Y Resources for the Purchased Shares is to be reduced accordingly;

AND UPON the Applicant representing that this application is made solely to ensure that the Prior Order is varied to be consistent with the further facts resulting from the entering into by the Applicant of the Amending Agreements as referred to in paragraphs 2, 3 and 4 above;

AND UPON being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to the provisions of section 140 of the Act that the Prior Order be varied by substituting therefor a varied order in the form attached hereto as Schedule A.

July 10th, 1985.

"S. M. Beck"

"Charles Salter"

SCHEDULE A

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF GULF CANADA LIMITED

ORDER

(Clause 99(e))

UPON the application of Olympia & York Developments Limited ("Olympia & York") and Olympia & York Resources Inc. ("O&Y Resources") (collectively the "Applicant") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 99(e) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") to exempt the Applicant from requirements of subsection 91(1) of the Act applicable to the Applicant in respect of the purchase by the Applicant of common shares of Gulf Canada Limited ("Gulf Canada"), a corporation incorporated under the Canada Business Corporations Act, in the circumstances hereinafter referred to;

AND UPON it being represented to the Commission by the Applicant that:

1. Transocean Gulf Oil Company ("Transocean") of Houston, Texas, an indirect wholly-owned subsidiary of Chevron Corporation ("Chevron") of San Francisco, California, is the owner of record of 137,020,500 common shares of Gulf Canada representing approximately 60.23% of the 227,487,030 outstanding common shares of Gulf Canada;
2. on February 7, 1985 The Honourable Sinclair Stevens, Minister responsible for the administration of the Foreign Investment Review Act (Canada), announced the decision of the Governor in Council of Canada allowing the acquisition of control of Gulf Canada by Chevron which resulted indirectly from Chevron's acquisition in the United States of Gulf Corporation in mid-1984;
3. in connection with the approval of its acquisition of control of Gulf Canada, Chevron gave undertakings to Her Majesty in right of Canada that it would offer its shareholding in Gulf Canada for sale to

Canadian-controlled purchasers until April 30, 1985, which date has been extended by Chevron to May 31, 1985;

4. O&Y Resources is a wholly-owned subsidiary of Olympia & York, all of the common shares of which are owned by members of the Reichmann family of Toronto, Ontario who are Canadian citizens;
5. the Applicant has entered into an agreement of purchase and sale dated May 22, 1985 (the "Purchase Agreement") with Chevron and Transocean providing, on the terms and conditions therein contained, for the purchase by O&Y Resources or an affiliate thereof of 112,020,000 common shares (the "Purchased Shares") of Gulf Canada from Transocean on July 16, 1985 for an aggregate purchase price of Cdn. \$2,488,376,240 (the "Purchase Price"), being a purchase price of approximately Cdn. \$22.21 per share;
6. pursuant to agreements dated June 17, 1985 and June 20, 1985, respectively, (the "Amending Agreements") entered into between the Applicant, Chevron and Transocean, the Purchase Agreement has been amended (the Purchase Agreement as amended by the Amending Agreements being collectively hereinafter referred to as the "Purchase Agreement") (i) by extending the time before which O&Y Resources may exercise its right to terminate the Purchase Agreement as a result of the non-fulfillment of a certain condition provided for therein to 8:00 p.m. (Eastern Daylight Time) on July 15, 1985, and (ii) by extending the closing date provided for in the Purchase Agreement from July 16, 1985 to August 15, 1985;
7. under the June 20, 1985 Amending Agreement, O&Y Resources also agreed to pay a further amount of Cdn. \$15,000,000 to Transocean in order to increase the amount of the Deposit (as defined in the Purchase Agreement) towards the Purchase Price to be paid by O&Y Resources for the Purchased Shares from Cdn. \$10,000,000 to Cdn. \$25,000,000;
8. as a result of such increase in the Deposit, the amount of Canadian dollars payable on closing by O&Y Resources for the Purchased Shares is to be reduced accordingly;

9. the Purchase Agreement provides that the aggregate purchase price of Cdn. \$2,488,376,240 is to be satisfied on August 15, 1985 by the payment of Cdn. \$1,249,188,120 (including an amount of \$25,000,000 paid prior thereto as a deposit) and U.S. \$895,431,838, which U.S. dollar amount the parties to the Purchase Agreement have agreed is equivalent, based on forward rate of exchange quotes of Canadian chartered banks (Cdn. \$1.3839 for U.S. \$1.00) on May 9, 1985 for the delivery of United States dollars, to an amount payable in Canadian dollars of \$1,239,188,120;
10. the Applicant has acquired an option (the "Option") from Transocean pursuant to an agreement dated May 22, 1985 (the "Option Agreement") to purchase all but not less than all of the remaining 25,000,500 common shares (the "Optioned Shares") of Gulf Canada owned by Transocean;
11. the purchase price to be paid by O&Y Resources for the Option is Cdn. \$6 per Optioned Share, being an aggregate of Cdn. \$150,003,000, which option price is non-refundable and is to be retained by Transocean without liability to the Applicant in the event that the Option is not exercised;
12. the Option is exercisable by O&Y Resources or an assignee thereof at the exercise price of approximately Cdn. \$15.04 per Optioned Share prior to December 31, 1985;
13. the "market price" (determined in accordance with section 163 of the regulations under the Act) in respect of the common shares of Gulf Canada is \$22.68 at the date of the Purchase Agreement and the date of the Option Agreement;

AND UPON being of the opinion that to do so would not be prejudicial to the public interest;

AND UPON the Applicant being of the view that subsection 91(1) is not applicable to any take-over bid that may be made by O&Y Resources in respect of the purchase of common shares of Gulf Canada under the Purchase Agreement and pursuant to the exercise of the Option in that the consideration proposed to be paid for any of such common shares to be purchased thereunder, namely,

- (i) approximately \$22.21 per share to be paid for the purchase of the Purchased Shares, and
- (ii) approximately \$21.04 (\$6 per share for the Option plus approximately \$15.04 per share as an exercise price) per share to be paid for the purchase of the Optioned Shares,

does not exceed the market price of \$22.68 as at the date of the Purchase Agreement and the Option Agreement;

AND UPON the Applicant stating that it does not propose to make any offer to purchase common shares of Gulf Canada owned by the shareholders of Gulf Canada other than Transocean;

AND WHEREAS the Applicant attorns to the jurisdiction of the Commission;

AND WHEREAS the Applicant is of the view that for the purposes of subsection 91(1):

- (i) the value of the consideration paid for the Purchased Shares should be determined as of the date of the Purchase Agreement irrespective of the value on August 15, 1985 of that portion of the Purchase Price proposed to be satisfied by the payment of U.S. \$895,431,838;
- (ii) the value of the consideration paid for the Optioned Shares should be determined to be \$21.04 per share, being the \$6 per share to be paid for the Option plus the \$15.04 (approximate) exercise price to be paid per Optioned Share upon the exercise of the Option; and
- (iii) in light of the significant non-refundable amount to be paid for the Option, the date of the relevant agreement in respect of the purchase of the Optioned Shares should be deemed to be the date of the Option Agreement and not the date of the exercise, if any, of the Option;

AND WHEREAS THE COMMISSION is of the view that it should make determinations relating to the value of the consideration paid and the date of the relevant agreement referred to in the immediately preceding paragraph without

in any way prejudicing the rights of any interested person in respect of the application of subsection 91(1) of the Act in other respects;

IT IS ORDERED pursuant to the provisions of clause 99(e) of the Act that the Applicant or an assignee of the Applicant is hereby exempted from any requirements of subsection 91(1) of the Act applicable to the Applicant or an assignee of the Applicant to the extent necessary to give effect to the determinations of the Commission that, for the purposes of subsection 91(1) of the Act,

- (i) the value of the consideration paid for the Purchased Shares shall be deemed to be \$22.21 per Purchased Share irrespective of the value on August 15, 1985 of that portion of the Purchase Price therefor proposed to be satisfied by the payment of U.S. \$895,431,838;
 - (ii) the value of the consideration paid for the Optioned Shares shall be deemed to be \$21.04 per Optioned Share;
 - (iii) the date of the relevant agreement in respect of the purchase of the Optioned Shares shall be deemed to be the date of the Option Agreement,
- provided that
- (iv) the Applicant and any assignee of the Applicant is not exempted from any of the requirements of subsection 91(1) of the Act applicable to the Applicant or an assignee of the Applicant for any purpose other than the foregoing determinations.

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 SASKATOON SQUARE LIMITED PARTNERSHIP

SASKATOON SQUARE LIMITED PARTNERSHIP

Temporary cease trading order issued July 10, 1985, for failure to make statutory filings. Statutory hearing July 24, 1985, at 10:00 a.m.

4.1.2 QUEST 84 ENERGY PROGRAM

4.1.3 SPINNAKER RECREATIONAL DEVELOPMENT CORPORATION

QUEST 84 ENERGY PROGRAM
SPINNAKER RECREATIONAL DEVELOPMENT CORPORATION

Temporary cease trading order issued July 10, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 24, 1985, at 10:00 a.m.

4.1.4 PONEY EXPLORATIONS LTD.

PONEY EXPLORATIONS LTD.

Temporary cease trading order issued July 12, 1985, for failure to make statutory filings. Statutory hearing July 26, 1985, at 10:00 a.m.

4.2 RESCINDING ORDERS

4.2.1 SUMMIT GOLD MINES INC.

SUMMIT GOLD MINES INC.

The cease trading order dated November 29, 1984, and continued December 13, 1984, was rescinded July 12, 1985, the company being now up to date with its filings.

4.2.2 GOLD BELLE MINES LIMITED

GOLD BELLE MINES LIMITED

The cease trading order dated December 6, 1984, and continued December 20, 1984, was rescinded July 12, 1985, the company being now up to date with its filings.

4.2.3 HYDROCARBON 1979 EXPLORATION PROGRAM

HYDROCARBON 1979 EXPLORATION PROGRAM

The cease trading order dated July 4, 1985, was rescinded July 11, 1985, the company being now up-to-date with its filings.

4.2.4 CARLSON MINES LTD.

CARLSON MINES LTD.

The cease trading order dated July 8, 1985, was rescinded July 11, 1985, the company being now up-to-date with its filings.

4.3 EXTENDING CEASE TRADING ORDERS

4.3.1 GOLDEN EARTH RESOURCES INC.

4.3.2 LUMAX OIL & GAS INC.

GOLDEN EARTH RESOURCES INC.
LUMAX OIL & GAS INC.

The cease trading order dated June 26, 1985, with respect to each company was continued July 10, 1985, pending each company complying with Part XVII of the Securities Act.

4.3.3 AUPAN RED LAKE RESOURCES LTD.

4.3.4 MINDEEN MINERALS LIMITED

4.3.5 MW RESOURCES LIMITED

4.3.6 REGAL GOLDFIELDS LIMITED

4.3.7 WEST HILL ENERGY INC.

AUPAN RED LAKE RESOURCES LTD.
MINDEEN MINERALS LIMITED
MW RESOURCES LIMITED
REGAL GOLDFIELDS LIMITED
WEST HILL ENERGY INC.

The cease trading order dated June 27, 1985, with respect to each company was continued July 11, 1985, pending each company complying with Part XVII of the Securities Act.

4.3.8 PARKVIEW VILLAGE II LIMITED PARTNERSHIP

PARKVIEW VILLAGE II LIMITED PARTNERSHIP

The cease trading order dated June 28, 1985, was continued July 12, 1985, pending the company complying with Part XVII of the Securities Act.

CHAPTER 5

POLICIES

5.1 O.S.C. POLICY STATEMENT 5.6 - AMENDMENT

O.S.C. POLICY STATEMENT 5.6 - AMENDMENT

1. Section H of O.S.C. Policy Statement 5.6 is amended by adding the following:

"3. It is possible that a reporting issuer may file a preliminary short form prospectus and short form prospectus and supporting material subsequent to the directors of the reporting issuer having approved the comparative financial statements for the reporting issuer's last completed financial year, but prior to such comparative financial statements having been filed by the reporting issuer pursuant to the requirements of the Act, and also prior to the reporting issuer having filed with the Director a new annual information form pursuant to the provisions of paragraph F.3 of this Policy. In such circumstances, it is considered essential that such comparative financial statements be incorporated by reference into the reporting issuer's short form prospectus. Accordingly, the reporting issuer will be required to issue and file a press release summarizing or setting out such comparative financial statements, and file the financial statements pursuant to the provisions of section 77 of the Act, before the Director will issue a receipt for its short form prospectus."

2. Item 10 of Appendix A to O.S.C. Policy Statement 5.6 is amended by deleting the form of certificate set out therein and substituting therefor the following form of certificate:

"The foregoing, together with any information incorporated by reference, contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated herein in accordance with the requirements of this annual information form or that is necessary to make a statement contained herein not misleading in light of the circumstances in which it was made."

5.2 O.S.C. POLICY STATEMENT 7.1 - AMENDMENT

O.S.C. POLICY STATEMENT 7.1 - AMENDMENT

1. Paragraph 3 of Clause I of O.S.C. Policy Statement 7.1 is amended by adding the following:

"G. reporting issuers that are eligible to use the Prompt Offering Qualification System pursuant to O.S.C. Policy Statement 5.6."

2. Clause II.D (Section 78 - Delivery of Financial Statements) is amended by adding the following:

"4. A Category G issuer may file a short form prospectus, pursuant to the provisions of O.S.C. Policy Statement 5.6, subsequent to the directors of the issuer having approved the comparative financial statements for the issuer's last completed financial year, but prior to such comparative financial statements having been filed by the issuer with the Commission pursuant to section 77, and also prior to the issuer having filed with the Director a new annual information form as required by O.S.C. Policy Statement 5.6. In such circumstances, O.S.C. Policy Statement 5.6 requires that the issuer issue and file a press release summarizing or setting out such comparative financial statements, and file the financial statements, pursuant to the provisions of section 77, before a receipt will be issued by the Director for its short form prospectus. By doing so, the issuer will be confronted with the immediate distribution obligation of section 78. Accordingly, numbered paragraph 13 of the Order allows a Category G issuer to delay the distribution to Ontario security holders in such circumstances."

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|------------|----------------------------|-----|------------------------------|
| No Symbol- | purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABATERRA ENERGY LTD.	Fetherston, John R. Amended	ABATERRA ENERGY LTD	D	Jun/85		7000		224544
ACCORD RESOURCES INC.	Parres, James R.B.	ACCORD RESOURCES INC.	D	Jun/85 Jun/85		25000	25000	50000
AGF MANAGEMENT LIMITED	Wilson, Allan		D	Jun/85		25000		25000
	Goldring, Charles Warren Goldring Capital Corporation	AGF MANAGEMENT LTD	DSB	Jun/85	M		1454	---
	Goldring, Charles Warren			Jun/85	M 1	1454		1454
		A G F MGMT LTD CL B PFD	DSB	Jan/85 Apr/85 Jun/85	T T M	5402 4497		83762
	Goldring Capital Corporation			Jun/85	M 1	300000		300000
ALBERTA ENERGY COMPANY LTD.	Milner, Stanley A. Indirect Holding	ALBERTA ENERGY CO 2ND PFD SR 1	D	Jun/85 Jun/85			1000	106987 11870
ALBERTA NATURAL GAS COMPANY LTD.	Milner, Stanley A. McMorland, Donald	ALBERTA ENERGY CO 2ND PFD SR 2 ALBERTA NAT GAS CO	D S	May/85		8000		8000
ALCAN ALUMINUM LIMITED	Oakwood Petroleum Ltd. Conventures Limited			Jun/85			7200	20000
	Black, Archibald Fairbairn	ALCAN ALUM LTD	S	Jun/85 Jun/85	F 1		86730	1538358 4261100
	Gaudry, Roger			Jun/85	T	18		5019
ALCOMA STEEL CORPORATION LIMITED, THE	Hantho, Charles Harold	ALCOMA STL LTD	D	Jun/85	T	50		4158
AMERICAN OAKWOOD ENERGY LTD	Oughtred, George W. PrivateBanken Holdings	AMERICAN OAKWOOD ENERGY LTD	D	Jul/85	IR			100
ARC INTERNATIONAL CORPORATION	Chelin, Jeffrey D.	ARC INTL CORP	S	Jun/85	1		14000	1080000
ATCO LTD.	Kiefer, Gerhard P.	ATCO LTD WT ATCO LTD PFD 11.5%	DS	Jun/85 Jun/85			3700 1000 2600	350 --- 1400
ATLANTIC RICHFIELD COMPANY	Cooper, E. Camron	ATLANTIC RICHFIELD CO	S	Jul/85	X	4349		4349
AUDAX GAS & OIL LTD.	Berry, Andrew D.	AUDAX GAS & OIL LTD	S	Jun/85 Jun/85	X E	75000	75000	---
	Hunter, Harry D.		DS	Jun/85 Jun/85 Jun/85 Jun/85	X X E 1 E 1	150000	2139291 868887	--- --- ---
	D.H. Developments			Jun/85 Jun/85 Jun/85 Jun/85	X E X 1 E 1	100000	100000 60000	--- ---
J S.E. Enterprises Ltd W.H.A. Clow				Jun/85 Jun/85 Jun/85 Jun/85	X E X 1 E 1	75000	175000	---
McCombs, Peter E			S	Jun/85 Jun/85	X E	75000		---
Sapieha, E. G.			S	Jun/85 Jun/85	X E	75000	75000	---
Tanner, William D.			D	Jun/85	X	75000		75000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AUDAX GAS & OIL LTD. (Continued) BAKERTALC INC.	Tanner, William D.	AUDAX GAS & OIL LTD OPTION	D	Jun/85	X	75000		75000
	Morgan, John Harold	BAKERTALC INC	DS	Jun/85		11250		133300
	O'Brien, Q.P. St. Lawrence Chemical Inc.		D	May/85				55000
				May/85	1	88500		269808
BANK OF BRITISH COLUMBIA				Jun/85	1	181308		
BEAVERHEAD RESOURCES LTD.	Lam, Dorothy	BANK B C		Jun/85		800		2952
	Interlake Development Corp.	BEAVERHEAD RES LTD	B	May/85		4483847		4483947
BIUTECH ENERGY RESOURCES LIMITED	Angelov, George	BIUTECH ENERGY RES LTD	B	Jul/85	X	10000	10000	408000
				Jul/85				
	Diamond, Michael Peter Wife		D	Jul/85	X	10000	10000	25100
				Jul/85	1			76500
	Kochberg, Harold		DS	Jul/85	X	10000	10000	21100
	Daughter			Jul/85	1			3000
	In Trust for Children			Jul/85	1			7000
	Wife			Jul/85	1			11000
	Wade, James		DSB	Jul/85	X	10000	10000	19500
				Jul/85				356000
	Pamiba Estates Limited			Jul/85	1			
BLACKDOME EXPLORATION LTD.	Nicholson, Douglas H.	BLACKDOME EXPL LTD	DS	Jul/85	IR			4000
BRAMALEA LIMITED	Still, Harold R.	BRAMALEA LTD	SI	Jun/85			2000	4000
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	Pinette, Conrad Condor Holdings Ltd.	B C FOREST PRODUCTS LTD	DISI	Feb/85	IR1			311635
	White, Thomas G. Dog Creek Investments Ltd.		DISI					
				Feb/85	IR1			99025
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Cadillac Fairview Corporation Limited, The	CADILLAC FAIRVIEW PREF SRS A	D	Jun/85		8000	8000	---
				Jun/85	R			
	Kolber, Ernest Leo Wife	CADILLAC FAIRVIEW LTD	DSDISI	Jun/85	1	17900		2485890
	Parsons, Andrew J.		SI	Jun/85		1500		17900
	Raymond, James David		DSDISI	Jun/85		30000		2500
	Fraser, Frederick C.	C A E INDS LTD	S	Jun/85		14400	1000	173541
CAE INDUSTRIES LTD.				Jul/85			4400	17636
	wife			Jun/85	1			1200
	Hunt, Trevor G.		D	Jun/85	X	1800	1800	---
				Jun/85				
CAMBRIDGE SHOPPING CENTRES LIMITED	Desmarais, Paul Great-West Life Assurance Company, The	CAMBRIDGE SHOPPING CENTRES	BDI	Jun/85	1		1606000	500299
				Jun/85	1		2150000	---
				Jun/85	1		\$37500000	---
CANADA DEVELOPMENT CORPORATION	Lamarre, Bernard	CANADA DEV CORP	D	Jul/85	IR			100

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA DEVELOPMENT CORPORATION (Continued)	Money, Peter L.	CANADA DEV CORP PFD 1980	SI	Jun/85			120	---
CANADIAN GENERAL INVESTMENTS LIMITED	Meighen, Maxwell C. G. 385793 Ontario Ltd. Telimax Limited	CANADIAN GEN INVTS LTD	DSDISI	Jun/85 Jun/85 Jun/85	1 1	1000		305080 2447 71900
CANADIAN IMPERIAL BANK OF COMMERCE	Bazarkewich, Patricia J G Joint with J.E. Bazarkewich	CDN IMP BK COMM	S	Jun/85				25
	Hivon, Laurent Daniel		S	Jun/85	1	600		1360
CANADIAN PACIFIC ENTERPRISES LIMITED	Hantho, Charles Harold	CANADIAN PAC ENTERPRISES LTD	DI	Jun/85			1410	5
CANADIAN PACIFIC LIMITED	Burns, James W. James W. Burns Investments Inc.	CANADIAN PAC LTD	D	Jul/85 Jun/85	M		600	---
	Thomson, John Amended		S	Jun/85	M 1	4000	4000	2000
CANAMAX RESOURCES INC	Spalding, James Harper	CANAMAX RES INC		Jun/85		300		600
CAROLIN MINES LTD.	Gillespie, Orval E.	CAROLIN MINES LTD	DS	Jun/85		120		800
CCL INDUSTRIES INC.	Chafee, Douglas S. SDRSP Stock Option Plan	C C L INDS INC CL B	S	Jun/85	V	10570		157500
	Pepall, David Richard Spouse	C C L INDS INC CL A	D	Jun/85	V 1		6000	15140
	Pepall, David Richard Spouse	C C L INDS INC CL B	D	Jun/85	V 1	1200 2400 10000		20000
	Quesnel, Jean N.		S	Jun/85	V 1	333 1000		666 2000
CHIEFTAIN DEVELOPMENT CO. LTD.	Snider, Meldon Hume	CCL INDS INC OPTIONS C C L INDS INC CL B	S	Jun/85	V	667 2000		1334 4000
	Milner, Stanley A. Indirect Holding	CHIEFTAIN DEV LTD	DS	Feb/85	V	200		400
CHRYSLER CORPORATION	White, Glenn E. ESOP Trust Wife	CHRYSLER CORP	S	Jun/85 Jun/85 Jun/85	1 G 1	5000	1883	1576979 23241
CINEPLEX ODEON CORPORATION	Boucher, Michel 130192 Canada Inc. Bronfman, Charles Rosner	CINEPLEX CORP	DSI	Jun/85	1		1000	25632 13 125
	Kolber, Ernest Leo 87215 Canada Ltd.		SI	Jun/85			450	1179
	Raymond, James David Rayjad Investments Inc.		DISI	Jun/85	1		1550	315800
COIN LAKE GOLD MINES LIMITED	von Hessert, Christian Willanour Resources Limited	COIN LAKE GOLD MINES LTD	SI	Jun/85	1		1550	235500 53750
			DB	Jun/85	IR			300500 32250
COMPUTER INNOVATIONS DISTRIBUTION INC.	Aronaho, Kauko	COMPUTER INNOVATIONS	B	Jun/85			2453155	490631
			S	Jun/85				---
				Jun/85			2000	2000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ENS BIO LOGICALS INC. (Continued)	Kay, Barbara E.	ENS BIO LOGICALS INC 1ST PFD	DI	Jul/85	IR			13981
EPITEK INTERNATIONAL INC.	Gardner, James N. 221140 Alberta Ltd As Trustee	EPITEK INTL INC	DSB	Jul/85			2193955	---
				Jul/85	M 1		950831	---
				Jul/85			63107	---
ERAMOSA TECHNOLOGY CORPORATION	Hammond, Frederick O.	EQUITY SILVER MINES LTD	D	Jun/85		13400		59825
	Hammond, Robert Frederick Eramosa Group Limited		DS	Jun/85		5000		13900
				Jun/85	1			500000
ETHYL CORPORATION	Gill, James Monroe Savings Plan	ETHYL CORP	DS	Jun/85				27080
				Jun/85	1	21		30248
	Koehnle, John F. Savings Plan		S	May/85	X	2000		6100
				Jun/85	1	21		946
FALCONBRIDGE LIMITED	James, William Fleming Gee and Co	FALCONBRIDGE LTD	D	May/85	V 1	3760		4700
	Mitchell, Geoffrey Pharamond		D	May/85	V	5600		7000
FINANCIAL TRUSTCO CAPITAL LTD.	Tanner, William D.	FINANCIAL TRUSTCO CAP WARRANTS	DS	Jun/85			5500	---
FISCAL INVESTMENTS LIMITED	Crossett, Paul Everett Indirect Holdings RRSP	FISCAL INVTS LTD	B	Jul/85		200		8430
				Jul/85	1			140
				Jul/85	1			1000
FLANAGAN MCADAM RESOURCES INC.	Flanagan, John Terrence	FLANAGAN MCADAM RES LTD	DS	Jun/85		50000		176603
FLINT ROCK MINES LIMITED	Lewis, Alfred J. Amended	FLINT ROCK MINES LTD		May/85		10500		39888
FORD MOTOR COMPANY	Betti, John A. Trustee	FORD MOTOR CO	S	Jun/85			6000	18589
				Jun/85	1			10213
	Moglia, Robert F. Revocable Trust		S	May/85			957	---
				May/85	1			834
	Rewey, Robert L. Revocable Trust		S	Jun/85	X	1366		1366
				Jun/85	1			22
	Trotman, Alexander James		S	Jun/85			2000	2005
FORD MOTOR COMPANY OF CANADA LTD.	Ford Motor Company	FORD MTR CO CDA LTD	B	Jun/85		15900		7615052
FRANCO-NEVADA MINING CORPORATION LIMITED	Carroll, Paul Aylward RRSP	FRANCO NEVADA MNG CORP	DI	Jun/85	IRI			13200
FUTURTEK COMMUNICATIONS INC.	Kendall, Gerald R. G R. Kendall Marketing & Consulting Ltd.	FUTURTEK COMMS INC.	DSB	Jun/85				230733
				Jun/85	1		12000	1663503
GALVESTON PETROLEUMS LTD.	Pezim, Murray Mal-Am Res. Corp. Texpez Oil & Gas Corp. Torrent Res. Ltd. Zareba Inv. Ltd	GALVESTON MINES LTD	D	Jun/85				20000
				Jun/85	1			224200
				Jun/85	1			30000
				Jun/85	1			675000
				Jun/85	1	1000		
				Jun/85	1		30000	148300
CANDALF TECHNOLOGIES INC.	Reed, Victor C.	SECURITIES	DI	Jul/85	IR			---
GEMINI FOOD CORPORATION	Mandell, Marvin Z Petruchio Holdings Ltd.	GEMINI FOOD CORP	D	Jun/85			3500	23745
				Jun/85	1			55475

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GEMINI FOOD CORPORATION (Continued)	Wood, Garth D.	GEMINI FOOD CORP	S	Jun/85			2000	2030
GENERAL HYDROCARBONS LIMITED	Zandmer, Herbert M. National Polymer Concrete Corporation Inc.	GENERAL HYDROCARBONS LTD	DS	Jun/85	Z		298812	298812
				Jun/85	I		60641	17180
GENERAL MOTORS CORPORATION	Atwood, Donald J.	GENERAL MOTORS CORP CLASS E	S	Jun/85	T	366		732
	Brady, Charles J.		S	Jun/85	T	181		362
	Burger, Robert Dean Wife		S	Jun/85	T	483		966
				Jun/85	T	1		2
	Cleary, Catherine Blanchard		D	Jun/85	T	10		20
	Dorshimer, Robert A.		S	Jun/85	T	81		162
	Eaton, Robert J. Jointly With Wife		S	Jun/85	T	167		334
				Jun/85	T	10		20
	Hoglund, William E. Custodian for Son		S	Jun/85	T	235		470
				Jun/85	T	10		20
	Murphy, Thomas A. Trustee Wife		D	Jun/85	T	1772		3544
				Jun/85	T	100		200
				Jun/85	T	16		32
	Reuss, Lloyd E.		S	Jun/85	T	248		496
	Shultz, Robert J.		S	Jun/85	T	520		1040
	Smith, Roger B. Custodian Family Wife		DS	Jun/85	T	819		1638
				Jun/85	T	65		130
				Jun/85	T	194		388
				Jun/85	T	35		60
GEORGE WESTON LIMITED	Barnes, Ralph S. RRSP Stock Option Plan	GEORGE WESTON LTD	S	Jun/85		200	400	300
				Jun/85				100
				Jun/85				1575
GLOBAL MARINE INC.	Kott, Gary L. Son	GLOBAL MARINE INC		Jun/85		10500		31682
				Jun/85	I			47
GOLDCORP INVESTMENTS LIMITED	Gray, John C.	GOLDCORP INVTs LTD WT	D	Jun/85			3000	---
GOLDEN HOPE MINES LIMITED	Hames, Clifford Marshall	GOLDEN HOPE MINES LTD OPTION	S	Jun/85		20000		20000
GOLDEN KNIGHT RESOURCES INC.	Cottrell, Raymond Robert 282138 B.C. Ltd.	GOLDEN KNIGHT RES INC	DS	Jun/85	I	60885		60885
	McDonald, Richard A.B. 282138 B.C. Ltd.		D	Jun/85	I	73054		73054
	B-Mac Trading Inc.			Jun/85	I	29800		960800
	Witzel, Paul T. 278177 Alberta Ltd. 282138 B.C. Ltd.		S	Apr/85	I			18200
				Apr/85	I	29852		29852
GOLDEN SCEPTRE RESOURCES LTD.	Lang, Frank A. Dauntless Developments Limited	GOLDEN SCEPTRE RES LTD	D	Jun/85				141700
				Jun/85	I		100000	570699
GOLDEN SHADOW RESOURCES INC	Burton, Garth	GOLDEN SHADOW RES INC	DS	May/85 May/85		16000		20000

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GOLDEN SHADOW RESOURCES INC (Continued)	Burton, Garth	GOLDEN SHADOW RES INC	DS	Jun/85 Jun/85		15000	11000	---
	Campbell Resources Inc.	GOLDLUND MINES LTD GOLDLUND MINES LTD OPTIONS	B	Jun/85 Jun/85	IR IR			5000000 2345300
GOODYEAR CANADA INC.	McKeag, Dawn R. (MRS.)	GOODYEAR CDA INC	D	Jun/85	IR			100
GRAND SAGUENAY MINES & MINERALS LIMITED	Castle Credit Corporation Limited	GRAND SAGUENAY MINES & MINERAL	B	Jun/85		8000		411800
GRANGES EXPLORATION LTD.	McRae, Douglas E. Macrim Investment Corporation	GRANGES EXPL LTD.	D	Jun/85				12100
GREAT PACIFIC INDUSTRIES INC.	Mackay, Hugh Hazen	GREAT PAC INDS INC	D	May/85	1	14500	1000	255561
GREATER WINNIPEG GAS COMPANY	Northern and Central Gas Corporation Limited	GREATER WINNIPEG GAS CO	B	Jun/85		12		---
GUARDIAN PACIFIC RIM CORPORATION	Guardian Pacific Rim Corporation	GUARDIAN PACIFIC RIM CL A		Jun/85				1601092
GUARDIAN-MORTON SHULMAN PRECIOUS METALS INC.	Guardian-Morton Shulman Precious Metals Inc.	GUARDIAN-MORTON SHULMAN		Jun/85		42700		109700
HAMMERSON PROPERTY INVESTMENT AND DEVELOP. CORP. P L C, THE	Ellis, Niger George	HAMMERSON PPT INVT CL A ORD	D	Jun/85		88200		276700
	Ferrada, Salvador	HAMMERSON PPTY INVT & DEV CORP HAMMERSON PPT INVT CL A ORD	D	Jun/85 Nov/45 Jun/85	T T	80 315 371		4412 18265 118847
	Heyland, Edward Bruce		S	Jun/85 Jul/85		200 600		1400 2000
	Tindale, William		D	Jun/85	T	1286		87508
HARRIS STEEL GROUP INC.	GBC Capital Ltd. Dominion-Scottish Investment Ltd.	HARRIS STL GROUP INC CL A	B	Jun/85	1		262100	560000
	Harris, Milton E. Milton Harris Investments Limited		S	Jul/85				158
HAYES-DANA INC.	Korthals, Robert Willem	HAYES DANA INC	D	Jul/85 Mar/85 Apr/85 Jun/85	1 T V T		91100	2661080
	Webster, Donald C. Beneficiary Children Trust Fund	HELIIX CIRCUITS INC WT	D	Jun/85 Jun/85 Jun/85	1 1 1		10000 25000 2500	---
HIRAM WALKER RESOURCES LTD.	Hagerman, Allen R. Olympia & York Developments Limited Olympia & York Holdings Corporation	HIRAM WALKER RES LTD WT	SI	Jun/85		400		1000
	Inspiration Resources Corporation	HIRAM WALKER RES LTD	B	Jul/85	1	126397		10841658
HUDSON BAY MINING AND SMELTING CO. LIMITED	Begin, Robert Benefit Plan	HUDSON BAY MNG & SMLT LTD SPL	B	Jun/85	E	141306		1853704
IMASCO LIMITED	Glezos, Matthews	IMASCO LTD	S	May/85 May/85	1	1011		4027 3542
			S	May/85				10187

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMASCO LIMITED (Continued)	Glezos, Matthews Benefit Plan	IMASCO LTD	S	May/85	1	1400		16652
	Mercier, Jean-Louis Benefit Plan		D	Jun/85 May/85	1	2315	4500	2498 23385
	Perusse, Noel Benefit Plan		S	May/85 May/85	1	540		5390 3853
	Richer, Jean H.		D	Jun/85		300		14300
IMPERIAL METALS CORPORATION	Warren, Clifford Benefit Plan		DDI	Apr/85 Apr/85	1		400	16322 22195
	Geib, Klaus P. Amended	IMPERIAL METALS CORP	D	May/85			31200	129860
	Burns, John E. Trustee	IMPERIAL OIL LTD CLASS A	DI	Jun/85	1	16		161
IMPERIAL OIL LIMITED	Exxon Corporation		B	May/85 May/85	E E	15000	15000	112399537 278030
	Sande, William N. Savings Plan	IMPERIAL OIL LTD CLASS A	DI	May/85 May/85	1	108		255 1344
	Kadlec, Robert Edward	INLAND NAT GAS LTD	DS	Jun/85			800	200
INLAND NATURAL GAS CO. LTD.	Didur, Norman John Share Ownership Plan	INTER CITY GAS CORP	S	Dec/84 Dec/84	1	1476		28500 3277
	Siegfried, Richard C. Share Ownership Plan		S	Dec/84 Dec/84	1	1484		25000 2899
	Copetrex Oil & Gas Co Ltd.	INTERLAKE DEV CORP	B	May/85 Jun/85		11800	34400	788256
INTERLAKE DEVELOPMENT CORP.	Nickel, Georg R.		DS	Jun/85 Jun/85		5000	12500	6101
	Dienstbier, Daniel L. Stock Ownership Plan Trusteed Investment Plan Wife as Custodian	INTERNORTH INC	S	Jun/85 Jun/85	X 1	3000		3000 867
	St. John, James Neil	INTERPROVINCIAL PIPE LINE LTD	S	Jun/85 Jun/85				5864 300
INTERPROVINCIAL PIPE LINE LIMITED		INTERPROVINCIAL PIPE LINE OPTS				350 1000		355 1350
	Irwin, Thomas B.	IRWIN TOY LTD VTG	S	May/85			400	45580
	Brondyke, Rudolf Hans	JEDBURGH RES LTD	DSB	Jun/85			42000	1315463
IRWIN TOY LIMITED	Goodman, Edwin Alan DRIP Estate Held in Trust for Daughter Suvretta Entertainments Ltd.	JOHN LABATT LTD	D	Jun/85 Jun/85	1 1			102 1643
				Jun/85	1			1300
				Jun/85	1	357		12000
JEDBURGH RESOURCES LIMITED	Henry, Keith H. Exec. Share Purchase Plan - 79		S	Jun/85		1096		5403
	Exec. Share Purchase Plan - 83			Jun/85	1			15892
	Exec. Share Purchase Plan - 74			Jun/85	1			60000
JOHN LABATT LIMITED				Jun/85	1			832

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Henry, Keith H. RRSP Stock Dividend Election Plan	JOHN LABATT LTD	S	Jun/85	1			2231
				Jun/85	1			1651
	Henry, Keith H.	JOHN LABATT LTD 9-1/2% CON DEB	S	Jun/85			\$10000	---
JOHNSON & JOHNSON	Bolden, Frank A.	JOHNSON & JOHNSON	S	Jun/85	X	1063		1483
	Campbell, Robert E. Sons Wife		DS	Jun/85	X	3000		7950
				Jun/85	1			1060
				Jun/85	1			450
	Fuller, Robert Allan Owned Jointly Trustee for Daughter Wife		S	Jun/85			600	19351
				Jun/85	1		500	2479
				Jun/85	1		500	585
				Jun/85	1			1535
				Jun/85	1			10
	Johnston, Donald D.		D	Jun/85			5000	16135
KCP RESOURCES INC.	Wilson, Robert N. Jointly by Wife and Self		S	Jun/85	X	685		5206
				Jun/85	1			36
	Scoon, Robert Allan RRSP	K C P RES INC	DS	Jun/85	1	4000		92576
KEG RESTAURANTS LTD.	Bond, James William Bradley	KEG RESTAURANTS LTD	S	Mar/85			1300	
				May/85			400	
				Jun/85			2300	9133
				Jul/85	1		200	1000
KENORA PROSPECTORS & MINERS LIMITED	RRSP							
	Dobson, Eric R.	KENORA PROSPECTORS & MINERS	D	Jun/85	IR			10
	Bills, John L. Savings Investment Plan	KERR MCGEE CORP	S	Jun/85		275		1675
KERR-MCGEE CORPORATION	Savings Plan			May/85	1	51		
				May/85	1		1964	---
				May/85	1	10		
	Trustee ESOP			May/85	1		948	---
				Jun/85	1	2		
	Trustee for Daughter			Jun/85	1		275	---
L. A. VARAH LTD.	Heath, Daniel W.	L. A. VARAH LTD	S	Jun/85		654		240
				Jun/85			654	42750
		L. A. VARAH LTD WTS		Jun/85			10000	10000
LAIDLAW TRANSPORTATION LIMITED	Cooper, William P.	LAIDLAW TRANSN LTD CL B	D	Jun/85		2000		22000
	Gowland, Douglas Ross 108983 Canada Ltd. RRSP		S	Jul/85	1		12000	108000
				Jul/85	1			1000
LANGIS SILVER & COBALT MINING COMPANY LIMITED	Agnico-Eagle Mines Limited	LANGIS SILVER & COBALT MING CO	B	Jul/85	IR			1805000
	Kaulius, Eugene	LAVA CAP RES LTD	DS	Jul/85	IR			36500
	Porteous, John Geoffrey Cento Holdings Ltd.		D	Jun/85		7500	2000	7500
LEVY INDUSTRIES LIMITED				Jun/85	1			3000
	Seaway Multi-Corp Limited	LEVY INDUSTRIES LTD	B	Jun/85		50		1254109
LOGISTEC CORPORATION	Carignan, Luc	LOGISTEC CORP	S	Jun/85		5000		163004

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LOGISTEC CORPORATION Continued	Gordeau, Paul	LOGISTEC CORP	DS	Jun/85				
	2157-7036 Quebec Inc.			Jun 85	1		5800	1000 4200
LONVEST CORPORATION	Placements Paquin Gordeau Inc.		B	Jun/85		5000 2000		807000
	Dunford, Robert Alfred	LONVEST CORP LONVEST CORP WARRANTS	D	Jul/85 Jul/85	IR IR			1000 500
	Gray, Gordon Cecil	LONVEST CORP	D	Jun/85	IR			5000
	Lochan, Frank Neville Carrington		DS	Jul/85 Jul/85	IR IR			7000 1000
MACMILLAN BLOEDEL LIMITED	Adams, G. A. Employee Share Purchase Plan	LONVEST CORP WARRANTS	S	Jun/85				361
	Ainscough, Grant Lee Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	Jun/85	1	52		918
	Sr. Mgmt Shr Purchase Plan		S	Jun/85				10
	Stock Option Plan			Jun/85	1	56		2435
	Dickinson, John Grant Employee Share Purchase Plan		S	Jun/85 Jun/85	1 1			674 746
	Sr. Mgmt Shr Purchase Plan			Jun/85	1			218
	Stock Option Plan			Jun/85	1	15		754 470
	Dowsley, Donald Alexander Employee Share Purchase Plan		S	Jun/85				12
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	62		1818
	Stock Option Plan			Jun/85	1			830 621
	Ferguson, G. M. Employee Share Purchase Plan		S	Jun/85				
	Findlay, Robert Barclay Share Purchase Plan		S	Jun/85 Jun/85	1 1	25 84		118 373 85
	Finkbeiner, J. C. Employee Share Purchase Plan		S	Jun/85	1			100
	Fliesbach, H. E. Employee Share Purchase Plan		S	Jun/85	1	49		107
	Forgacs, Otto Lionel Employee Share Purchase Plan		S	Jun/85	1	38		1040 405
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	71		1921
	Stock Option Plan			Jun/85	1			1680 1616
	Forstrom, Sidney William Employee Share Purchase Plan		S	Jun/85				26
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	84		403
				Jun/85	1			966

REPORTING ISSUER
MACMILLAN BLOEDEL LIMITED
(Continued)

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Forstrom, Sidney William Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Jun/85	1			2175
Grunder, Arthur N Employee Share Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85	1 1 1	55		413 621
Hawkins, William E. Employee Share Purchase Plan RRSP		S	Jun/85 Jun/85	1 1	62		614 106
Holden, Dwight Hal Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1 1	49		387 643 621
Howard, John L. Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1 1	80		1748 1298 1737 1865
Johncox, Gary Herbert Employee Share Purchase Plan RRSP Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1	56		14 391 5 621
Lauritzen, Eric Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1	63		419 661 870
Legg, Edward Godfrey Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1 1	28		25 417 754 621
Matthews, Robert Vere Employee Share Purchase Plan		S	Jun/85 Jun/85	1 1	61		---
McLaughlin, Donald Leslie Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1 1	200 102	150	358 706 131 2174 2175
Moonen, Fred Hubert Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan		S	Jun/85 Jun/85 Jun/85 Jun/85	1 1 1 1	46		588 619 621
Ross, John St. C. Sr. Mgmt Shr Purchase Plan		S	Jun/85 Jun/85	1 1	92		3490 2255

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Ross, John St. C. Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Jun/85	1			2175
	Smith, Raymond Victor Employee Share Purchase Plan		DS	Jun/85				619
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	146		4518
	Stock Option Plan			Jun/85	1			2573
				Jun/85	1			3108
	St. John, Dolway W. Employee Share Purchase Plan		S	Jun/85	1	41		1881
	Sr. Mgmt Shr Purchase Plan			Jun/85	1			830
	Stock Option Plan			Jun/85	1			870
	Wiewel, Roger North Employee Share Purchase Plan		S	Jun/85	1			4222
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	92		2042
	Stock Option Plan			Jun/85	1			2175
MAGNA INTERNATIONAL INC.	Wishart, George Employee Share Purchase Plan		S	Jun/85	1			279
	Worthy, Victor Ross Employee Share Purchase Plan		S	Jun/85	1			540
	Sr. Mgmt Shr Purchase Plan			Jun/85	1	68		1742
	Stock Option Plan			Jun/85	1			948
				Jun/85	1			870
	Gingl, Manfred Children	MAGNA INTL INC. CLASS B	D	Jun/85	1	500		54930
				Jun/85				40
	Hottinger, Michael R.		S	Jun/85		600		21100
	McAlpine, James R. RRSP	MAGNA INTL INC CLASS A	S	Jun/85	1	1000		1000
	McAlpine, James R.	MAGNA INTL INC. CLASS B	S	Jun/85		600		5900
MAGNETICS INTERNATIONAL LTD.	Schipper, Lionel Howard	MAGNA INTL INC CLASS A	D	Jun/85		5000		15000
	Stronach, Frank Suntrac Investments Inc Voting Agreement	MAGNA INTL INC. CLASS B	DS	Jun/85	1			491597
				Jun/85	1			143367
				Jun/85	1	1200		81270
	Goodman, Nathan Edward Essay Ent. Jodama Holdings RRSP	MAGNETICS INTL LTD	DS	Jun/85	M 1		132000	1101
				Jun/85	1		23900	---
				Jun/85	1		4100	234900
				Jun/85	1		24000	9500
	Khazzam, David Ezra		DS	Jun/85			20000	255000
	Leebosh, Bernard Curtis April & Associates Ltd.		DS	Jun/85			10000	76941
MANBAR EXPLORATIONS LIMITED	Singer, Irwin Jaford Holdings Limited	MANBAR EXPL LTD	S	Jun/85	1			100000
							50000	50000
MANNVILLE OIL & GAS LTD.	Shaw, James Robert Brasha Holdings Ltd.	MANNVILLE OIL & GAS LTD	D	May/85	1			5000
				Jun/85				4312

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MANNVILLE OIL & GAS LTD. (Continued)	Shaw, James Robert	MANNVILLE OIL & GAS LTD	D					
	James R. Shaw			Jun/85	1			23100
	Securities Limited			Jun/85	1			4312
	Jay-Shaw Holdings Ltd.			Jun/85	1			4312
	Julmar Holdings Ltd.							
MARITIME TELEGRAPH AND TELEPHONE CO. LTD.	Marlin Petroleum Limited	MARITIME TELEG & TEL LTD	S	Jun/85	1			5706
	Shaw Holdings Ltd.			May/85	1	20900		
	Shawana Estates Ltd.			Jun/85	1	524500		956900
				Jun/85	1			4312
	Hicks, Edward James			Jun/85			12000	5373
MARSHALL MINERALS CORP.	Mingo, James W. E.	MARSHALL MINERALS CORP	D	Jun/85		500		800
	Quaratesi, Stefano			Jul/85				3000
	517224 Ontario Limited			Jul/85	1			5000
	RRSP			Jul/85	1	1500		5500
	Bickford, James Gordon			Jun/85	IR			---
MASSEY-FERGUSON LIMITED	Chapple, Oliver J.	SECURITIES	S	Jun/85	IR			---
	Griffin, Anthony George							
	Amended							
	Exmore Associates Ltd.							
	RRSP							
MERIDIAN TECHNOLOGIES INC.	Madden, Wales H. Jr.	MERIDIAN TECH INC	D	Mar/85	1			1000
	wife			Mar/85	1	12000		12000
	McVicar, John C.			Jun/85		2000		354000
	Babcock, Wayne J.			Jun/85	1			23000
				May/85		200	2000	6500
MESA PETROLEUM CO.	Deros, Peter	MESA PETE CO	D	May/85				
	wife			May/85		200	500	114700
	Cowpland, Michael C.J.			Apr/85		2000		36500
	Family			Apr/85	1			1500
	Zaludek, Jerry			May/85			200000	2100000
MITEL CORPORATION	Mulherin, James Kenneth	MITEL CORP	DSB	May/85				20400
	Conrad							
	Hopwood, Terrence Judd			Jun/85		1800		8300
	Horte, Vernon Lyle			Jun/85				
	Lawson, James E.			Jun/85			6763	54299
MORGAN HYDROCARBONS INC	McCartney, William S.	MORGAN HYDROCARBONS INC	S	Jun/85		71		26345
	McPherson, Neil A.			Jun/85		95		51691
	Wolcott, Donald M.			Jun/85	1			12007
				Jun/85	1			12007
	Columbos, Michael A.			Jun/85		79		37797
MORRISON PETROLEUMS LTD		MORRISON PETE LTD	DS	Jun/85		12434		294262
				Jun/85		81		2186
				Jun/85			114500	631200
				Jun/85		79		11642
				Jun/85		45827		161148
				Jun/85			62318	160966
				Jun/85			5000	6000

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MORRISON PETROLEUMS LTD (Continued)	Reimer, Henry	MORRISON PETE LTD	D	Jun/85	IR			1000
	Stollery, Arthur W. Gee & Co.		DS	Jul/08 Jul/85	1		100000	700009 25500
MOTHER'S RESTAURANTS LIMITED	Fowler, Kenneth A. Ken Fowler Enterprises Limited	MOTHER'S RESTAURANTS LTD	DDIB	Jun/85	1	3534		435979
	Hamill, Neil RHSP		D	Jun/85 Jun/85	1		4500	43997 2000
	Sisson, Grey Grey Sisson Enterprises Inc.		DSB					
MUNICIPAL FINANCIAL CORPORATION	McEnery, Robert J. McEnergy Agencies Ltd.	MUNICIPAL FINL CORP	D	Jun/85	1	3534		451745
	Rotstein, Maxwell L.			Jun/85 Jun/85	1	600 6000		19400 12600
MUNICIPAL SAVINGS & LOAN CORPORATION, THE	Municipal Financial Corporation Amended	MUNICIPAL FINL SER A PFD WTS	DSB	Jun/85		2650		172650
		MUNICIPAL SVGS & LN CORP	B					
		MUNICIPAL SVGS & LN 2ND PREF		Apr/85 Apr/85 Jun/85				1534984 200000 250000
NATIONAL BUSINESS SYSTEMS INC.	Brenner, Ralph E A. Raymond	NTL BUSINESS SYSTEMS INC	S	Jun/85 Jun/85	1		18000	5000 24500
	Nest, Norman Gary Van Pathfinder Financial Corporation		D	Jul/85	1		15000	5000
NEW YORK OILS LIMITED	New York Oils Limited	NEW YORK OILS LTD		Jun/85 Jun/85	R	12408	4954	1018686
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Adams, George John	NFLD POWER LTD CLASS A	S	Jun/85	V	3000		6000
	O'Reilly, Albert E.		D	Jun/85	V	100		200
	Rorke, James Ernest Trusts		D	Jun/85 Jun/85	V V 1	100 2000		200 4000
	Wells, Clyde K. Dividend Reinvestment Plan	NEWFOUNDLAND POWER LTD	D	Jun/85	V	260		520
				Mar/85 Jun/85 Jun/85	T 1 T 1 V 1	6 5 129		259
	Williams, Marshall MacKenzie	NFLD POWER LTD CLASS A	D	Jun/85	V	144		288
NEWSCOPE RESOURCES LIMITED	Weston, Douglas A. Spouse	NEWSCOPE RES LTD	DS	Jun/85 Jun/85	1		7000	16800 8000
NOMA INDUSTRIES LIMITED	Beck, Henry Thomas Ocassa Holdings Ltd. Devanney Investments Ltd. Rudy Koehler Holdings Ltd. Theresa Beck Family Trust	NOMA INDS LTD CL A	DSB	Jul/85 Jul/85 Jul/85 Jul/85 Jul/85	V 1 V 1 V 1 V 1 V 1	803700 720000 226300 3000		1607400 1440000 452600 6000
	Beck, Henry Thomas	NOMA INDS LTD CL B	DSB	Jul/85	V	374		748

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NOMA INDUSTRIES LIMITED (Continued)	Beck, Henry Thomas Ocassa Holdings Ltd. Devanney Investments Ltd.	NOMA INDS LTD CL B	DSB	Jul/85	V 1	535800		1071600
	Rudy Koehler Holdings Ltd.			Jul/85	V 1	680000		1360000
	Theresa Beck Family Trust			Jul/85	V 1	184200		368400
				Jul/85	V 1	42000		84000
	Koehler, Rudolph Augustus Rudy Koehler Holdings Ltd. Trust	NOMA INDS LTD CL A	DS	Jun/85	V	200		400
NORANDA INC.	Rudy Koehler Holdings Ltd. Trust			Jun/85	V 1	226300		452600
	Rudy Koehler Holdings Ltd. Trust	NOMA INDS LTD CL B		Jun/85	V 1	16600		33200
				Jun/85	V 1	184200		368400
				Jun/85	V 1	8400		16800
	Meerkamper, Meinrad C.	NOMA INDS LTD CL A	S	Jun/85	V	19150		38300
NORBASKA MINES LIMITED		NOMA INDS LTD CL B		Jun/85	V	2500		5000
	Deeks, William G.	NORANDA INC	S	May/85		7711		6306
	Toivanen, Reino M.		S	Jun/85	T	59		8448
	Riggin, Robert Peter	NORBASKA MINES LTD	S	Jun/85			6000	15428
	Yarnell, John Robertson	NORCEN ENERGY 1ST PFD B \$1.50	D	Jun/85			600	---
NORMICK PERRON, INC.	Mercier, Jean	NORMICK PERRON INC	S	Jul/85		50		50
	Beneteau, Basil A. Shareholder Dividend Reinvestment and Stock Purchase Plan	NORTHERN TELECOM LTD	DS	Jun/85				1200
	Garvey, Howard Shareholder Dividend Reinvestment and Stock Purchase Plan		DI	Jun/85	1	3		14
	Hurlbut, Robert St. Clair Shareholder Dividend Reinvestment and Stock Purchase Plan			Jun/85	1	1		188
			D	Jun/85				3225
NORTHUMBERLAND MINES LIMITED				Jun/85	T 1	9		206
				Jun/85	1			303
				Jun/85	1			120
	Mercier, Denis Share Plans		DI	Jun/85	1	20		20
	Tavner, Bruce Henry Dividend Reinvestment and Stock Purchase Plan		S	Jun/85				345
NOVA-CO EXPLORATION LIMITED	Goldenville Explorations Limited	NORTHUMBERLAND MINES LTD	B	Jun/85	T 1	2		900
				Jun/85	IR			87
	Shlesinger, Harry Schlesinger Corporation Services (1975) Ltd.		S					1569170
	Derry, Duncan Ramsay Amended Duncan R. Derry Limited	NOVA CO EXPL LTD	DS	Jun/85	1		1000	7214
	Hanna, Kenneth George Baker, Donald F.	NUINSCO RES LTD	D	Jun/85	M 1	1250		6250
NUMAC OIL & GAS LTD.		NUMAC OIL & GAS LTD	S	Jun/85			1300	4700
				Jun/85			1000	41080

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OAKWOOD PETROLEUMS LTD.	Hawkins, Dallas Eucl II Amended Voting Trust Agreement	OAKWOOD PETES LTD	DSB	May/85				959782
				May/85	1			81173
		OAKWOOD PETES LTD PFD SRS A		May/85	1		74950	---
		OAKWOOD PETES LTD PREF SERS B		May/85	1		300	---
	Hawkins, Dallas Eucl II Amended	OAKWOOD PETES LTD CL A	DSB	May/85			106820	948532
				Jun/85			4000	944532
	Voting Trust Agreement			May/85	1		11827	72673
	Oakwood Petroleum Ltd	OAKWOOD PETES LTD		May/85	R	53500	42700	
				Jun/85				
		OAKWOOD PETES LTD CL A		Jun/85	R		62600	16800
				Jun/85		90600		90600
		OCELOT INDS LTD CL B CONV	S	Jun/85	1	400		3412
OCELOT INDUSTRIES LIMITED	Torrie, James Edward wife			Jun/85				3598
	McLaughlin, Everett Richard Smith Greenbriar Holdings Limited RRSP	OLD CANADA INVT CORP LTD	DB	Jun/85				241830
				Jun/85	1			46913
ORRWELL ENERGY CORPORATION LTD	Vroom, John Amended	ORRWELL ENERGY CORP LTD	DSB	Jun/85	1	2500		16397
				Jun/85	G		423000	1363717
PACIFIC TRANS-OCEAN RESOURCES LTD.	Anderson, Norman E.	PACIFIC TRANS-OCEAN RES LTD	D	Jun/85	X	50000		62000
	Webster, Donald C. Trust Fund	PAGURIAN LTD CL A SPL	D	Jun/85	1		94300	679378
PANCANADIAN PETROLEUM LTD.	Rombough, Bartlett B.	PANCANADIAN PETE LTD	DS	Jun/85	V 1	373639		
				Jul/85		300		1000
	Matthews, Francis Richard	PEMBINA RES LTD	D	Jun/85		1000		1000
	Armel, Sol Sol Armel Investments Ltd.	PENNINGTONS STORES LTD	DS					
PEREX RESOURCES INC.	Perry, Victor Harry	PEREX RES INC	D	Jun/85	1	2700		412700
				Jun/85			2000	---
	Wallace, Robert Glenn Dividend Reinvestment Plan	PHILLIPS PETE CO	DS	Jun/85	C	644		1805
				Jun/85	T 1	38		172
PONEY EXPLORATIONS LTD.	Thuveson, Edwin N.	PONEY EXPLS LTD	D	Jun/85			10000	82300
	Bronfman, Charles Rosner	POWER CORP CDA	D	Jun/85	V	10000		20000
	Burns, James William James W. Burns Investments Inc.		DS	Jun/85	V	2		4
POWER CORPORATION OF CANADA	Burns, James William	POWER CORP OF CDN OPTIONS	DS	Jun/85	V 1	100830		201660
				Jun/85	V	75000		150000
	Desmarais, Paul		B	May/85		30000		30000
	Gervais, Andre		S	Jun/85	V	30000		60000
	Johnson, James Edward		S	Jun/85	V	30000		60000
	MacBain, John H.		DI	Jun/85	V	10000		20000
	Morimanno, Paul	POWER CORP OF CDN SUBORDINATE	S	Jun/85	V	392		784

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
POWER CORPORATION OF CANADA (Continued)	Morimanno, Paul	POWER CORP OF CDN OPTIONS	S	Jun/85	V	30000		60000
	Genest, Pierre	POWER FINANCIAL CORP	DI	May/85		1000		1000
PRINCIPAL NEO-TECH INC.	Keedwell, Douglas Robert	PRINCIPAL NEO-TECH INC	DS	Jun/85	E		4800	24
		PRINCIPAL NEO-TECH INC CL A		Jun/85	E	4800		4815
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	Steinke, Robert F.	PUBLIC SVC ELEC & GAS CO	S	Jul/85	IR			132
RAM PETROLEUMS LIMITED	Opekar, Richard Jan	RAM PETE LTD	S	Jun/85		250		12772
	Opekar, Viven			Jun/85		250		14287
REA GOLD CORPORATION	Reaugh, Larry W.	REA GOLD CORP	D	May/85		2000		
				Jun/85		7950		
				Jun/85			950	69300
				Jun/85	1			33996
				Jun/85	1			3500
REGIONAL RESOURCES LTD.	L&E Drilling, a Co. Rea Industrial Corp. Reaugh Construction	REGIONAL RES LTD		Jun/85	1			2250
				Jun/85	IR			850000
RENAISSANCE ENERGY LTD.	Greene, Ronald Gordon R. G. Greene Holdings Ltd. RRSP	RENAISSANCE ENERGY LTD	DS	Jun/85		1298		261711
				Jun/85	1			4124
				Jun/85	1			750
ROCKWELL INTERNATIONAL CORPORATION	Paget, James Robert J. R. Paget Professional Corp RRSP		DS	Jun/85				32029
				Jun/85	1	1037		8001
				Jun/85	1			2255
			S	Jun/85		761		3183
ROGERS CABLESYSTEMS INC.	Thomson, John A. RRSP			Jun/85	1			1723
			DS	Jun/85		1105		12458
			S	Jun/85			4600	13803
			DS	Jun/85	G		84	38211
ROYAL BANK OF CANADA, THE	Fierheller, George Alfred	ROGERS CABLE SYSTEMS INC CL B	DS	Jun/85			26000	10000
			B	Jun/85				78275
				Jun/85	1			4070034
			S	Jun/85	1		25000	58032
S. I. S. EXPLORATION CORPORATION	Bruce, Donald Frederick ward	ROYAL BK CDA	S	Feb/85		29		
				May/85		25		
				Jun/85	1		200	1348
				Jun/85		1	100	37
				Feb/85	1	1		
Rednall, John Norman Thomas	Seguin, Denis R.			Mar/85	1	23		
				May/85	1	1		4
			S	May/85		11		699
			S	Feb/85		22		
Melnick, Larry		S I S EXPL CORP		May/85		32		
			D	Jun/85			300	1067
				Jun/85		1500		16500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCINTILORE EXPLORATIONS LIMITED	Hames, Clifford Marshall In Trust	SCINTILORE EXPL LTD	S	Jun/85	1	228000		228000
	Hames, Clifford Marshall	SCINTILORE EXPL LTD OPTION	S	Jun/85		23000		23000
SCINTREX LIMITED	Schiff, Harold I.	SCINTREX LTD	D	Jun/85	X	500		2500
	Seigel, William L.		D	Jun/85		3000		1241
				Jun/85		500	1500	30701
	Jolamar Investments & Enterprises Ltd.			Jun/85	1			383374
	Shaul, Alfred Jack		D	Jun/85			1500	1500
	Stork, Gerald Other Indirect		DS	Jun/85	1	500		5656 100
SCOTT PAPER LIMITED	Doherty, David M.	SCOTT PAPER LTD	S	May/85	IR			22
SCOTT'S HOSPITALITY INC.	Black, William Edward William Edward Black Investments Inc.	SCOTT'S HOSPITALITY SUB VTG	S					
SEABRIGHT RESOURCES INC.	McCartney, William S.	SEABRIGHT RES INC	D	Jun/85	IR1			1000
SEAWAY MULTI-CORP LIMITED	Empeaco Limited	SEAWAY MULTI CORP		Jun/85			8000	229266
	Happyco Enterprises Limited	SEAWAY MULTI CORP LTD DEB		Jun/85			120550 \$530331	1033 ---
SEAWAY MULTI CORP		SEAWAY MULTI CORP		Jun/85			120550 \$530331	1033 ---
	Jaylevy Limited	SEAWAY MULTI CORP LTD DEB		Jun/85			120550 \$530331	1033 ---
	Levy, Mark A.	SEAWAY MULTI CORP	D	Jun/85			3600	18479
	Levy, Morris P.	SEAWAY MULTI CORP	D	Jun/85		7200		98904
SHEDIAK BAY RESOURCES INC.	Peplevy Corporation Limited Rustic Valley Enterprises Limited	SEAWAY MULTI CORP LTD PREF	B	Jun/85		361650		1044773
	Cooper, Murray	SEAWAY MULTI CORP LTD PREF		Jun/85	1	100		200 4900
SHELL OIL COMPANY	Halet, Robert Alfred	SHEDIAK BAY RES INC	D	Jun/85	IR			1
	Baker, Thomas E.	SHELL OIL CO	D	Jun/85	IR		1000	1
SHELTER OIL & GAS LTD.	CBC Pension Board of Trustees	SHELTER OIL & GAS LTD	B	Jun/85		8500		---
SILCORP LIMITED	Findlay, Eric Fraser Execsil Corporation	SILCORP LTD CL B	S	May/85	1	1800		1995300
		SILCORP LTD CL B		Jun/85	1	1400		499110 500510
SILVER LAKE RESOURCES INC.	Eplett, William S. Eplett Natural Resources Ltd.	SILVER LAKE RES INC	DS	Jun/85			7500	185200
SLATER STEELS CORPORATION	Desson, Graham L.	SLATER STEEL IND LTD CLASS A	S	Jun/85	1			10000
SOBEYS STORES LIMITED	Richardson, William Herbert	SLATER STEEL IND LTD CLASS B	S	Jun/85			1800 1200	---
		SOBEYS STORES LTD CL A	S	May/85			3000	---
SOGEPET LIMITED	Entwistle, Stephen R.	SECURITIES	S	Jun/85	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SOUTHAM INC.	Tafler, David	SOUTHAM INC	S	Jun/85		500		700
SPIRIT LAKE EXPLORATIONS LIMITED	Heale, Thomas R.	SPIRIT LAKE EXPL LTD	D	Jun/85		1		1
STEINBERG INC.	Vachon, Jean-Roch	SECURITIES	S	Jul/85	IR			---
SUDBURY CONTACT MINES LIMITED	Mentor Exploration and Development Co. Limited	SUDBURY CONTACT MINES LTD	B	Jun/85		19500		2944882
SUMACH RESOURCES INC.	Lee, Martin B. Indirect Holdings	SUMACH RES. INC.	D	Jun/85 Jun/85	1	2500		11292 19126
	Radford, Kenneth James Amended		D	Feb/85 May/85				56000 151455
	Jamieson & Radford			Feb/85 Mar/85	1	48675 10000		149845
				Mar/85 Apr/85	1 1		8500	207345 151345
				May/85	1	21429		172774
TECK CORPORATION	Keevil Jr., Norman Bell	TECK CORP CL B	S	Jun/85	Z	50000		
	MGC Investments Ltd.		G	Jun/85 Jun/85	1		21000	86500 188474
TELE-CAPITAL INC.	Lessard, Pierre H.	TELE-CAPITAL INC CL A	DS	Jun/85		106600		106600
TERRA MINES LTD.	McDannond, Larry RRSP	TERRA MINES LTD	DI	Jul/85	IR1			3176
TEXACO CANADA INC.	Telfer, Douglas R. Montreal Trust Company of Canada	TEXACO CDA INC	S	Jun/85				1510
				Jun/85	1	1694		2453
TEXAS EASTERN CORPORATION	Ewing, G. H. Children Employee Stock Purchase Plan Spouse	TEXAS EASTERN CORP	SI	Jun/85 Jun/85	1		9131	---
				Jun/85 Jun/85	1 1			9190 380
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Third Canadian General Investment Trust Limited	THIRD CDN GEN 1ST PFD SRS A		Jun/85 Jun/85		160 4148		32660 89922
THOMSON NEWSPAPERS LIMITED	Thompson Newspapers Limited	THOMPSON NEWSPAPER CLASS A		Jun/85 Jun/85 Jun/85	R	249 1335	249 1335	---
		THOMSON NEWSPAPERS PFD 6.75%		Jun/85	R			---
TORSTAR CORPORATION	Torstar Corporation	TORSTAR CORP CL B		Jun/85 Jun/85	R	17000	17000	---
TRADERS GROUP LIMITED	Bassel, John Peter PWSM Investments Ltd.	TRADERS GROUP LTD CL A	D	Jun/85	1	15000		104550 94026
TRANS CANADA GLASS LTD.	Franan Holding Ltd.	TRANS CDA GLASS LTD	B	Jun/85 Jul/85		1550 500		827093
TRANSALTA UTILITIES CORPORATION	Canadian Utilities Limited In Trust	TRANSALTA UTILS CORP CL A	B	May/85 May/85	1		2700	46 1295776
TRANSCONTINENTAL RESOURCES LIMITED	Milner, John Rochfort Renlim Investments Limited Wife	TRANSCONT RES LTD	DS/ISI	Jun/85 Jun/85	1 1	5000		1076600 88500
	Renlim Investments Limited		B	Jun/85		5000		1076600

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRILON FINANCIAL CORPORATION	Dimma, William Andrew	TRILON FINL CORP CL A	D	Jul/85	T	5000		15000
				Jul/85	T	6385		19155
				Jul/85	1	100		12289
TRIMAC LIMITED	Brink, Antonie Vanden Tokay Resources Ltd.	TRIMAC LTD	DS	May/85	T	22440		1044440
				May/85	T	2040		104040
TRIZEC CORPORATION LTD	Grossman, Mitchell Bayne & Company Moncal & Co.	TRIZEC CORP LTD CLASS A	S	Jun/85	1			5000
				Jun/85	1		3500	12500
				Jun/85	1		3500	12500
				Jun/85	1		350	1250
				Jun/85	1			
TRIZEC CORPORATION LTD	Killi, Joseph F. Bayne & Company	TRIZEC CORP LTD CLASS A	S	Jul/85		2500		1000
				Jul/85	1	4000		70000
				Jul/85				
				Jul/85			800	1700
				Jul/85	1			61000
TRIZEC CORPORATION LTD	Killi, Joseph F. Bayne & Company	TRIZEC CORP LTD CLASS B	S	Jul/85		2500		2500
				Jul/85	1			6100
				Jul/85				
				Jun/85	1		1000	18000
				Jun/85	1		1000	18000
TRIZEC CORPORATION LTD	Stephenson, Thomas Moncal & Co.	TRIZEC CORP LTD CLASS B	S	Jun/85	1			1800
				Jun/85	1			
				Jun/85	1			
				Jun/85	1			
				Jun/85	1			
TRIZEC CORPORATION LTD	Zessner, Michael Bayne & Company	TRIZEC CORP LTD CLASS B	S	Jun/85	X	200		200
				Jun/85	1			70
				Jun/85	1			---
				Jun/85	1			---
				Jun/85	1			70
TUDOR ENERGY CORPORATION LTD.	Tudor Energy Corporation Ltd.	TUDOR ENERGY CORP	S	Jun/85	X	200		4000
				Jun/85	1			
				Jun/85	1			
				Jun/85	1			
				Jun/85	1			
TWIN RICHFIELD OILS LTD.	Duncan, Stewart L. Ulster Petroleum Ltd.	TWIN RICHFIELD OILS LTD CL B	DS	Jun/85	R	600		---
				Jun/85				
				Jun/85				
				Jun/85				
				Jun/85				
ULSTER PETROLEUMS LTD.	Ulster Petroleum Ltd.	ULSTER PETES LTD	S	Jun/85	R	28000		28000
				Jun/85				
				Jun/85				
				Jun/85				
				Jun/85				
UNICORP CANADA CORPORATION	Brenzel, Lawrence A. L.A. Brenzel Securities	UNICORP CDN CORP WTS	D	Jun/85	1			---
				Jun/85				
				Jun/85				
				Jun/85				
				Jun/85				
UNION ENTERPRISES LTD.	Lawrence A. Brenzel Limited	UNICORP CDA CORP CL A	D	Jun/85	1	2100		29200
				Jun/85	1			85300
				Jun/85	1			73300
				Jun/85				12600
				Jun/85				45900
UNION ENTERPRISES LTD.	Brenzel, Lawrence A. L.A. Brenzel Securities	UNICORP CDA CORP CL B	D	Jun/85		8900		2400
				Jun/85				1200
				Jun/85				
				Jun/85				
				Jun/85				
UNION ENTERPRISES LTD.	Jackson, Ronald A.	UNION ENTER LTD CLASS A PREF	D	Mar/85	IR			361290
				Mar/85				
				Mar/85				
				Mar/85				
				Mar/85				

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNION ENTERPRISES LTD. (Continued)	Jarvis, William H.	UNION ENTERPRISES LTD	SI	Jun/85	IR			100
	Ferguson, Stephen L.	VAN DER HOUT ASSOC	D	Jun/85		2000		3000
VAN DERHOUT ASSOCIATES LIMITED	La Prairie, Leon Frederick	VEDRON LTD	DS	Jun/85		2000		104900
		VEDRON LTD SPECIAL		Jun/85		500000	365461	500000
VS SERVICES LTD.	Allen, John Barry Norman Alexander	VS SERVICES LTD PREF	SI	Jun/85		2000		7000
	Boone, Robert Edward	VS SERVICES LTD SER A PFD	DS	Jun/85		5000		40000
	Campbell, Russel G.	VS SERVICES LTD PREF	S	Jun/85		2000		2000
	Chant, Dixon Samuel	VS SERVICES LTD	DS	Jul/85			7000	1
		VS SERVICES LTD SER A PFD		Jun/85		5000		31000
	Coupey, Philippe H.	VS SERVICES LTD PREF	S	Jun/85	IR			2000
	Daiete, Kenneth Charles	VS SERVICES LTD SER A PFD	S	Jun/85		4000		15000
	Denham, David A.		S	Jun/85		2000		7000
	McCawley, Peter Edward		S	Jun/85		4000		9000
	O'Hara, Kenneth K.	VULCAN INDL PACKAGING LTD	D	May/85	IR			124200
VULCAN INDUSTRIAL PACKAGING LIMITED	Farmer, Leonard F. 233552 Ontario Ltd. Multivest Financial Services Limited Rosemarie Farmer		DI	Jun/85			40000	1125000
		WABIGOON RES LTD		Jun/85	1			600000
WALWYN INC	Friesen, Douglas L. Douglas L. Friesen Limited	WALWYN INC	DISI	Jul/85		461		900
	Graham, Wm. Blair			Jul/85	1			119177
WARDAIR INTERNATIONAL LTD.	Grantham, Laird B.		DISI	Jun/85		197	500	21731
	Peake, Thomas A.		SI	Jul/85		431		10047
	Rodger, David S.	WALWYN INC SER B PREF	DISI	Jun/85		2000	2000	14266
	Speck, John R.	WALWYN INC	SI	Jun/85		2000		2000
	Weisdorf, Mark A.	WALWYN INC SER B PREF	SI	Jul/85		212	2676	2676
	Wilson, Roderick A.	WALWYN INC	SI	Jun/85		432	2504	2504
	Spalding, Thomas L.	WALWYN INC	DISI	Jun/85		2000		2000
		WARDAIR INTL LTD	D	Jun/85		380	380	52211
	Tibbles, Glenn L.	SECURITIES	S	Jul/85		100	100	---
	Conwest Exploraion Company Limited	WARDAIR INTL LTD		Jul/85	IR			---
WARREN EXPLORATIONS LIMITED		WARREN EXPL LTD		Jun/85		86700		2300385
		WARREN EXPL LTD PREF SER A		Jun/85		1020		1020
WESTCOAST TRANSMISSION COMPANY LIMITED	Lade, Gordon W.	WESTCOAST TRANS LTD	S	Jun/85			22500	---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTWIN RESOURCES LIMITED	Killick, John B. Trustee	WESTWIN RES LTD	S	Jun/85 Jun/85 Jun/85	X 1	2000	2000	--- 832
WESTMOUNT RESOURCES LTD	Turton, Alfred Edward	WESTMOUNT RES LTD	D	Jun/85		14065		211116
	Twaites, Richard Douglas		S	Jun/85		703		1618
WHONNOCK INDUSTRIES LIMITED	Sitter, Robert M.	WHONNOCK IND LTD	S	Jul/85		1000		2273
YORK RESOURCES N.L.	Deacon, Donald Campbell Cam-Deac Investments Ltd.	YORK RES N L	DI	Jun/85				15000
				Jun/85	1	20000		136200
YORKSHIRE TRUST COMPANY	Canadian Forest Products Ltd.	YORKSHIRE TRUST CO	B	Jun/85			144806	---

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 26, 1985	Hobson, Blaine Michael	A.H.A. AUTOMOTIVE TECHNOLOGIES CORPORATION - COMMON SHARES	400,000	400,000 share(s)
Jun. 28, 1985	Abbott Laboratories Pension Trust	ACORN FUND INC., THE CAPITAL STOCK	12,758	\$441,176 U.S.
Jun. 27, 1985	Plasma Scientific Limited	BARRON HUNTER HARGRAVE STRATEGIC RESOURCES INC. COMMON SHARES	100,000	400,000 share(s)
Apr. 16, 1985	CMP 1985 (Quebec) Mineral Partnership and Company, Limited	CAMPBELL RESOURCES INC. COMMON SHARES	2,000,000	226,886 share(s)
Jun. 10, 1985	CMP 1985 (Quebec) Mineral Partnership and Company, Limited	CANAMAX RESOURCES INC. COMMON SHARES	500,000	51,547 share(s)
Jun. 28, 1985	527556 Ontario Inc.	CARENA-BANCORP INC. COMMON SHARES	98,400	3,200 share(s)
"	Acklands Ltd.	"	153,750	5,000 share(s)
"	Alberta Government Telephones Employees Pension & Death Benefit Fund	"	6,457,500	210,000 share(s)
"	Bards Holdings Limited	"	123,000	4,000 share(s)
"	Campbell, David Acct #354-182-8	"	98,400	3,200 share(s)
"	Canada Life Assurance Company	"	"	3,200 "
"	Canada Life Assurance Company	"	132,225	4,300 share(s)
"	Canada Life Assurance Company	"	196,800	6,400 share(s)
"	Canada Life Assurance Company	"	206,025	6,700 share(s)
"	Canada Life Assurance Company	"	218,325	7,100 share(s)
"	Canada Life Assurance Company	"	2,469,225	80,300 share(s)
"	Canmount Investment Corporation Ltd.	"	98,400	3,200 share(s)
"	Charness Family Investments Ltd	"	"	3,200 "
"	Co-operator's Life Insurance Company	"	307,500	10,000 share(s)
"	Cole, Jack	"	98,400	3,200 share(s)
"	Compass Capital Management Inc.	"	"	3,200 "
"	Counsel Trust Company	"	492,000	16,000 share(s)
"	Dontar Inc.	"	768,750	25,000 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Domtar Inc.	CARENA-BANCORP INC COMMON SHARES	768.750	25.000 share(s)
"	Edwards Charitable Foundation	"	107.625	3.500 share(s)
"	Ehrlich, Felix	"	98.400	3.200 share(s)
"	Fallbrook Holdings Limited	"	276.750	9.000 share(s)
"	Fernhill Holdings Limited	"	98.400	3.200 share(s)
"	Field, Kenneth	"	307.500	10.000 share(s)
"	Field, Lewis E.	"	98.400	3.200 share(s)
"	Fivebros Investments	"	"	3.200 "
"	Fivebros Investments	"	199.875	6.500 share(s)
"	Fleck, Lloyd James Acct #413-167-8	"	98.400	3.200 share(s)
"	Giles, William H.	"	"	3.200 "
"	Granville Savings and Mortgage Corporation	"	"	3.200 "
"	Haladher, Irwin	"	123.000	4.000 share(s)
"	Hendeles Developments Limited	"	98.400	3.200 share(s)
"	Horsley, David B.	"	"	3.200 "
"	Hylean Foundation, The	"	153.750	5.000 share(s)
"	Imperial Trustees on Behalf of the Imperial Oil Limited Retirement Plan	"	1,537.500	50.000 share(s)
"	James McTamney & Co.	"	98.400	3.200 share(s)
"	Kagan, David	"	"	3.200 "
"	Kagan, William	"	123.000	4.000 share(s)
"	Kelman, Kenneth	"	98.400	3.200 share(s)
"	Kenair Apartments Limited	"	123.000	4.000 share(s)
"	Mascioli, Anne	"	98.400	3.200 share(s)
"	McLellan, John B.	"	107.625	3.500 share(s)
"	Merkur, Morton	"	98.400	3.200 share(s)
"	Montowr & Co. A/C T500380	"	101.475	3.300 share(s)
"	Noranda Mines Inc.	"	1,076.250	35.000 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Ontario Hospital Association	CARENA-BANCORP INC COMMON SHARES	7,687,500	250,000 share(s)
"	Ontario Hydro in Trust for the Pension Fund	"	12,300,000	400,000 share(s)
"	Provincial Treasurer of Alberta, The	"	4,074,375	132,500 share(s)
"	Prudential Assurance	"	98,400	3,200 share(s)
"	Prudential Assurance	"	"	3,200 "
"	Prudential Assurance	"	110,700	3,600 share(s)
"	Prudential Assurance	"	113,775	3,700 share(s)
"	Prudential Assurance	"	193,725	6,300 share(s)
"	Prudential Assurance	"	332,100	10,800 share(s)
"	Prudential Assurance	"	335,175	10,900 share(s)
"	Prudential Assurance	"	953,250	31,000 share(s)
"	Prudential Assurance	"	2,367,975	77,300 share(s)
"	Royal Trust Company	"	107,625	3,500 share(s)
"	Saffer, Morris	"	98,400	3,200 share(s)
"	Sam-Sor Enterprises Inc.	"	307,500	10,000 share(s)
"	Sheff, Gerald	"	98,400	3,200 share(s)
"	Shoom, Morris	"	"	3,200 "
"	Shucor Investments Limited	"	"	3,200 "
"	Slater, James Acct. #605209-6	"	101,475	3,300 share(s)
"	Swirsky, Benjamin	"	307,500	10,000 share(s)
"	T R L Investments Ltd.	"	215,250	7,000 share(s)
"	Trimar Group Inc.	"	98,400	3,200 share(s)
"	Weinstein, Leon E	"	"	3,200 "
"	White, Evan Acct. #665-339-8	"	196,800	6,400 share(s)
"	Whitecastle Investments Limited	"	615,000	20,000 share(s)
"	Williams, Peter	"	98,400	3,200 share(s)
"	Workers' Compensation Board, Alberta, The	"	999,375	32,500 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE / \$	AMOUNT
Jun. 28, 1985	Yolles, Morden S.	CARENA-BANCORP INC. COMMON SHARES	98,400	3,200 share(s)
Jun. 30, 1985	Bretzler, Gary D.	#CAYMAN HOTEL & GOLF CLUB 1985 PARTNERSHIP - UNITS	103,000 U.S.	2 unit(s)
"	Britton, James E.	"	154,500 U.S.	3 unit(s)
"	Carll, David	"	"	3 "
"	Cosentino, Anthony M.	"	103,000 U.S.	2 unit(s)
"	Ferrie, Archie R.	"	"	2 "
"	Robblee, James A.	"	"	2 "
"	Van Wielingen, Gus A.	"	721,000 U.S.	14 unit(s)
"	Vardar, Gonul	"	103,000 U.S.	2 unit(s)
"	Weese, Martin J.	"	"	2 "
"	Wilson, Ronald R.	"	"	2 "
"	Yuen, Sek Lun	"	"	2 "
"	Yung, Manuel	"	"	2 "
Jul. 04, 1985	Citibank Canada	#COHO RESOURCES LIMITED 10% DEBENTURES	Par	\$100,000
"	Fillmore Marshall Partnership, The	"	"	\$100,000
"	K. R. B. Ventures	"	"	\$100,000
"	Ontario Municipal Employees Retirement Board	"	"	\$250,000
"	Raymond, James D.	"	"	\$100,000
"	Sharp Sr., Robert	"	"	\$100,000
Jun 28, 1985	Abel, Thomas P.	COMPASS, THE - UNITS	109,565	1 unit(s)
"	Ali, Syed H.	"	131,653	1 unit(s)
"	Au, Henry Shiu-Yuen	"	120,772	1 unit(s)
"	Bianco, Mario A.	"	132,610	1 unit(s)
"	Blakey, Kenneth G.	"	130,953	1 unit(s)
"	Bot, Doris L.	"	123,572	1 unit(s)
"	Bot, Roy M.	"	124,272	1 unit(s)
"	Bot, Silvio	"	134,010	1 unit(s)
"	Bourns, Robert E.	"	131,910	1 unit(s)

Offering Memorandum

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Bowen, Henry B.	COMPASS, THE - UNITS	129.110	1 unit(s)
"	Brown, Denvil E.	"	136.110	1 unit(s)
"	Budd, Stuart G.	"	133.753	1 unit(s)
"	Budd, Terrance G.	"	133.310	1 unit(s)
"	Burns, Lawrence	"	107.065	1 unit(s)
"	Bye, Milton N.	"	132.353	1 unit(s)
"	Carter, Robert P.	"	134.010	1 unit(s)
"	Cartwright, Dennis H.	"	132.610	1 unit(s)
"	Castro, C.	"	125.566	1 unit(s)
"	Chang, Lily	"	129.810	1 unit(s)
"	Chiu, Laurence	"	120.772	1 unit(s)
"	Clarke, John E.	"	132.353	1 unit(s)
"	Conduit, Barry	"	135.853	1 unit(s)
"	Conduit, Sylvia C.	"	133.053	1 unit(s)
"	Coulter, Ronald H.	"	131.210	1 unit(s)
"	Couto, Ayres V.	"	131.910	1 unit(s)
"	Cowperthwaite, John L.	"	127.072	1 unit(s)
"	Cox, Kenneth W	"	139.610	1 unit(s)
"	Cranfield, Timothy A.	"	122.872	1 unit(s)
"	Crawford, Anthony	"	131.910	1 unit(s)
"	Czerevko, Jaraslaws Z.	"	122.872	1 unit(s)
"	Datta, Deepak	"	135.853	1 unit(s)
"	Diederichsen, Carl E.	"	139.610	1 unit(s)
"	Donaldson, Reginald A.	"	131.910	1 unit(s)
"	Dwosh, Isaac L.	"	128.410	1 unit(s)
"	Ellyatt, William G.	"	129.553	1 unit(s)
"	Emerson, Russell Ian	"	270.120	2 unit(s)
"	Falcomer, Severino P.	"	106.565	1 unit(s)
"	Ferguson, Blair R.	"	129.110	1 unit(s)
"	Fuller, Robert J.	"	115.872	1 unit(s)
"	Fullerton, Gary M.	"	130.510	1 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Glenn, Gordon E.	COMPASS, THE - UNITS	131,653	1 unit(s)
"	Graydon, John M.	"	130,510	1 unit(s)
"	Hancocks, Derwyn R.	"	128,853	1 unit(s)
"	Hardy, Gary G.	"	136,810	1 unit(s)
"	Hartman, Donald K. J.	"	138,210	1 unit(s)
"	Hatleib, Paul C.	"	128,410	1 unit(s)
"	Hiraki, George Y.	"	134,710	1 unit(s)
"	Hoddinott, Boyd C.	"	133,053	1 unit(s)
"	Holland, Ray G. L.	"	126,372	1 unit(s)
"	Hotte, Ronald P.	"	137,510	1 unit(s)
"	Jamal, Hossen M.	"	133,753	1 unit(s)
"	Johnston, Frank T.	"	133,310	1 unit(s)
"	Jones, Raymond D.	"	129,810	1 unit(s)
"	Kalu, Uduma O.	"	"	1 "
"	Kane, Michael F.	"	107,065	1 unit(s)
"	Lapierre, Yvon D.	"	125,672	1 unit(s)
"	Lewitzky, George O.	"	131,910	1 unit(s)
"	Ling, Sumner C.	"	124,972	1 unit(s)
"	Lloyd, Philip T.	"	130,253	1 unit(s)
"	Lloyd, Sylvia A.	"	120,072	1 unit(s)
"	Mangel, Lillian	"	135,153	1 unit(s)
"	McAlister, James J.	"	137,510	1 unit(s)
"	McAskie, Michael J.	"	130,953	1 unit(s)
"	McCabe, Ronald P.	"	136,110	1 unit(s)
"	McElgunn, Patrick S. J.	"	132,610	1 unit(s)
"	McLaren, Arden H.	"	137,510	1 unit(s)
"	McNeely, Donald T.	"	131,210	1 unit(s)
"	Meigrana, Francesco	"	134,710	1 unit(s)
"	Meyers, David B.	"	"	1 "
"	Milne, William R.	"	138,910	1 unit(s)
"	Moxon, David J.	"	125,566	1 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Moyer, Dennis H.	COMPASS, THE - UNITS	130,510	1 unit(s)
"	Murray, James D.	"	120,072	1 unit(s)
"	Neal, Douglas A.	"	136,110	1 unit(s)
"	Partridge, Timothy J.	"	131,210	1 unit(s)
"	Paul, Joseph H.	"	249,244	2 unit(s)
"	Pearson, Earl R.	"	107,565	1 unit(s)
"	Fell, Robert A.	"	130,510	1 unit(s)
"	Pernfuss, Michael W.	"	112,565	1 unit(s)
"	Perris, Michael G.	"	131,210	1 unit(s)
"	Pitter, Chester A. E.	"	136,110	1 unit(s)
"	Prentice, Ralph S.	"	135,410	1 unit(s)
"	Pus, Mark D.	"	124,272	1 unit(s)
"	Quimet, Gilles P.	"	138,210	1 unit(s)
"	Rabin, Arnold	"	137,953	1 unit(s)
"	Reid, Stanley C.	"	128,153	1 unit(s)
"	Rocca, Romolo L.	"	130,253	1 unit(s)
"	Rolf, Randolph K.	"	110,565	1 unit(s)
"	Rose, Arnold J.	"	136,553	1 unit(s)
"	Salama, Mona S. F.	"	135,153	1 unit(s)
"	Salama, Said S.	"	126,732	1 unit(s)
"	Samain, Stanley J.	"	133,310	1 unit(s)
"	Saxena, Bishan M.	"	122,172	1 unit(s)
"	Scully, Karen E.	"	128,410	1 unit(s)
"	Sharp, James H.	"	113,065	1 unit(s)
"	Silva, C. D.	"	134,453	1 unit(s)
"	Skrinskas, Gailius J.	"	137,510	1 unit(s)
"	Smith, Christopher J.	"	133,310	1 unit(s)
"	Smye, John M.	"	239,318	2 unit(s)
"	Smyth, Andrew D.	"	275,720	2 unit(s)
"	Smyth, Michael A.	"	136,810	1 unit(s)
"	Stacey, Perry A.	"	121,472	1 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Stanevicius, Edmund A.	COMPASS, THE - UNITS	277,563	2 unit(s)
"	Stansfield, James E.	"	123,572	1 unit(s)
"	Sutherland, Norman G.	"	415,773	3 unit(s)
"	Sutton, Roger	"	118,672	1 unit(s)
"	Tanner, Alan D.	"	129,810	1 unit(s)
"	Trouten, Earle W.	"	135,410	1 unit(s)
"	Trusler, George A.	"	218,630	2 unit(s)
"	Watson, Ronald B.	"	111,065	1 unit(s)
"	West, Rick L.	"	110,065	1 unit(s)
"	Wilson, Robert J.	"	138,210	1 unit(s)
"	Wizinski, Barbara	"	136,810	1 unit(s)
"	Wright, William C.	"	134,010	1 unit(s)
"	Wu, Arthur	"	127,772	1 unit(s)
"	Young, Benjamin G.	"	134,010	1 unit(s)
May. 22, 1985	Kerr Addison Mines Limited	CONSOLIDATED BARRIER REEF RESOURCES LTD. - COMMON SHARES	2,300,000	2,300,000 share(s)
Dec. 20, 1984	Royal Bank of Canada	DRUMMOND PETROLEUM LTD COMMON SHARES "AMENDED"	1,377,678	5,122,549 share(s)
Jul. 04, 1985	Innocan Inc.	EPITEK INTERNATIONAL INC. COMMON SHARES	574,790	3,106,977 share(s)
Mar. 21, 1985	Santway Marketing	GORDEX MINERALS LIMITED COMMON SHARES	150,000	150,000 share(s)
Jun. 28, 1985	Beaulne, Denis	JOURNEY'S END NUMBER FOURTEEN PARTNERSHIP - UNITS	100,000	10 unit(s)
"	Bettello, John	"	"	10 "
"	Bright, William O.	"	"	10 "
"	D'Aloisio, Robert	"	"	10 "
"	Delorey, Ian L.	"	"	10 "
"	Humber, Andy	"	"	10 "
"	Humber, Rachel	"	"	10 "
"	Kingston, Ralph W.	"	"	10 "
"	Langer, Rolf	"	"	10 "
"	Malpass, William M.	"	"	10 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jun. 28, 1985	Martin, Barry H.	JOURNEY'S END NUMBER FOURTEEN PARTNERSHIP - UNITS	100,000	10 unit(s)
"	McGregor, John F.	"	"	10 "
"	O'Neill, Hugh S.	"	"	10 "
"	O'Neill, Maria C.	"	"	10 "
"	Passmore, S. Meryl	"	"	10 "
"	Popovic, Lou	"	500,000	50 unit(s)
"	Reed, William J.	"	100,000	10 unit(s)
"	Riley, Ronald J.	"	"	10 "
"	Rocci, Felice	"	200,000	20 unit(s)
"	Shantz, Elmer R.	"	100,000	10 unit(s)
"	Shantz, Larry	"	"	10 "
"	Shantz, Robert	"	"	10 "
"	Shipley, William F.	"	"	10 "
"	Simpson, Gregory D.	"	"	10 "
"	Thomas, J. Richard	"	"	10 "
"	Vaughan, Robert L.	"	"	10 "
"	Wright, Neil H.	"	"	10 "
Jul. 05, 1985	Tanz, Mark	REVENUE PROPERTIES COMPANY LIMITED - CLASS A SHARES	288,750	165,000 share(s)
Jul. 04, 1985	United Income Properties Limited	"	288,750	165,000 share(s)
Jul. 05, 1985	Tanz, Mark	REVENUE PROPERTIES COMPANY LIMITED - NON-VOTING CLASS B SHARES	247,500	330,000 share(s)
Jul. 04, 1985	United Income Properties Limited	"	247,500	330,000 share(s)
Jun. 26, 1985	Norbeau Mines Inc.	ROXMARK MINES LIMITED COMMON SHARES	200,770	1,338,467 share(s)
Jul. 05, 1985	Central Trust Company	SARLOS & ZUKERMAN INVESTMENT FUND INC., THE - UNITS	300,300	300 unit(s)
May. 14, 1985	Independent Order of Foresters, The	TRELEVEN LIMITED COMMON SHARES	200,000	10,000 share(s)
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE	80,515,000	\$80,515,000
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE ACQUISITION	1,963,000	\$1,963,000

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE CONTINGENT	2,111,000	\$2,111,000
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE EXISTING OPERATING	62,923,000	\$62,923,000
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE - FORMER INCOME DEBENTURE	7,110,000	\$7,110,000 U.S.
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE - REFINERY	54,663,000	\$54,663,000
Jul. 05, 1985	Canadian Imperial Bank of Commerce	TURBO RESOURCES LIMITED SERIES I DEBENTURE - SPECIAL	9,370,000 U.S.	\$9,370,000
Jul. 05, 1985	Her Majesty The Queen in Right of the Province of Alberta as represented by the Provincial Treasurer	TURBO RESOURCES LIMITED SERIES II B DEBENTURES	6,698,100	\$6,698,100
Jul. 05, 1985	Bank of America Canada	TURBO RESOURCES LIMITED SERIES IIA DEBENTURE	202,000	\$202,000 U.S.
"	Bank of America Canada	"	3,750,000	\$3,750,000
"	Banque Nationale de Paris (Canada)	"	3,160,000	\$3,160,000
"	Barclays Bank of Canada	"	2,500,000	\$2,500,000
"	Canada Trustco Mortgage Company	"	5,000,000	\$5,000,000
"	Canadian Imperial Bank of Commerce	"	7,500,000	\$7,500,000 U.S.
"	Chemical Bank of Canada	"	2,500,000	\$2,500,000 U.S.
"	Continental Illinois Bank (Canada)	"	1,250,000	\$1,250,000 U.S.
"	Continental Illinois Bank (Canada)	"	3,500,000	\$3,500,000
"	Credit Lyonnais Canada	"	500,000	\$500,000
"	Credit Lyonnais Canada	"	1,250,000	\$1,250,000 U.S.
"	Guaranty Trust Company of Canada	"	.	\$1,250,000

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Jun. 18, 1985	Jan. 31, 1983	Pioneer Awaglamated Investments Inc.	ENERGY & RESOURCES (CAM) LIMITED - COMMON SHARES	123,998	133,332 share(s)
Jun. 13, 1985	Nov. 29, 1983	Trentco Securities Company Inc	OSHAWA GROUP LIMITED, THE CLASS A SHARES	21,420	700 share(s)
Jun. 24, 1985	"	"	"	39,780	1,300 "
Jun. 27, 1985	Apr. 25, 1984	Caisse de depot et placement du Quebec	POWER CORPORATION DU CANADA COMMON SHARES	12,425,000	700,000 share(s)

SELLER	SECURITY	AMOUNT
Counselling Foundation of Canada, The	BROULAN RESOURCES INC. - COMMON SHARES	178,600 share(s)
125387 Canada Inc.	CHATEAU STORES OF CANADA LTD. - CLASS B SHARES	150,000 "
Kent, Kenneth R.	DAVIDSON TISDALE MINES LIMITED - COMMON SHARES	100,000 "
Rogers Telecommunications Limited and RCI Cablesystems Holdings Limited	ROGERS CABLESYSTEMS INC. - CLASS A AND/OR CLASS B SHARES	1,500,000 "
McCloskey, Richard D.	SOUTHWIND RESOURCE EXPLORATIONS LIMITED COMMON SHARES	100,000 "
Monteith, George A. J.	" "	100,000 "
Moses, Jeff	" "	100,000 "
Moses, John R.	" "	100,000 "

REPORT MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT WITH
RESPECT TO OUTSTANDING SECURITIES OF A PRIVATE COMPANY
THAT HAS CEASED TO BE A PRIVATE COMPANY

NAME OF COMPANY -----	DATE WHEN THE COMPANY CEASED TO BE A PRIVATE COMPANY -----
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XYZ

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

E. SOLOMON CONSULTANTS INC.,
STARRSYSTEMS LTD.,
CARFI INVESTMENTS INC. and
JOSEPH WEISER HOLDINGS LIMITED *
(OFFERORS)

HIGHLAND QUEEN SPORTSWEAR LIMITED
(OFFEREE)

* Cash Offer

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
A.H.A. AUTOMOTIVE TECHNOLOGIES	SHRHLDRS. MTNG. MAT.
A.H.A. AUTOMOTIVE TECHNOLOGIES	CERTIF. OF MAILING
ABACUS CITIES LTD.	PRESS RELEASE
ACCESS BANKING NETWORK INC.	LET. TO SHAREHOLDERS
ACCESS BANKING NETWORK INC.	PRELIM. PROSPECTUS
ACTION TRADERS INC.	LET. TO SHAREHOLDERS
ACTION TRADERS INC.	FORM 27-MAT. CHANGE
AHL GROUP LIMITED, THE	TAKEOVER/FORM 35
AHL GROUP LIMITED, THE	FORM 27-MAT. CHANGE
AHL GROUP LIMITED, THE	T.S.E. MATERIAL
AIGUEBELLE RESOURCES INC.	T.S.E. MATERIAL
AIKEN-RUSSET RED LAKE MINES LIMITED	CERTIF. OF MAILING
ALGONQUIN MERCANTILE CORPORATION	ANNUAL REPORT
ALGONQUIN MERCANTILE CORPORATION	SHRHLDRS. MTNG. MAT.
AME LIMITED	LET. TO SHAREHOLDERS
AMERICAN CHROMIUM LIMITED	CLASS B SHARES
AMERICAN ELECTRIC POWER COMPANY INC.	UNIFORM STATISTICAL
AMERICAN EXPRESS COMPANY	PRESS RELEASE
AMERICAN EXPRESS COMPANY	PRESS RELEASE
AMTELECOM GROUP INC.	IFS 9 MN MY 31 85
ANGLO DOMINION GOLD EXPLORATION LIMITED	CERTIF. OF MAILING
ANGLO DOMINION GOLD EXPLORATION LIMITED	CERTIF. OF MAILING
ASSOCIATES CAPITAL CORPORATION OF CANADA	IFS 9 MN AP 30 85
ATCO LTD.	SHARE PURCHASE WARRA
AUBET RESOURCES INC.	IFS 6 MN MY 31 85
BANK OF MONTREAL	PRINTED COPY, INTERI
BANK OF NOVA SCOTIA	SHAREHOLDER DIVIDEND
BANK OF NOVA SCOTIA	PRESS RELEASE
BAR RESOURCES LIMITED	CERTIF. OF MAILING
BAR RESOURCES LIMITED	SPECIAL RESOLUTION
BARRICK RESOURCES CORPORATION	CERTIF. OF MAILING
BARRICK RESOURCES CORPORATION	CHANGE DIRECTORS
BARRICK RESOURCES CORPORATION	SPECIAL RESOLUTION R
BARRICK-CULLATON GOLD TRUST, THE	PRESS RELEASE
BARRINGTON PETROLEUM LTD.	PRESS RELEASE
BARRON HUNTER HARGRAVE STRATEGIC	PRESS RELEASE
BASIC RESOURCES INTERNATIONAL (BAHAMAS)	RULING/ORDER/REASONS
BASIC RESOURCES INTERNATIONAL (BAHAMAS)	RULING/ORDER/REASONS
BATON BROADCASTING INCORPORATED	CERTIF. OF MAILING
BAXTER TECHNOLOGIES CORPORATION	PRESS RELEASE
BEAVER ENERGY RESOURCES INC.	MERGER-AMALGAMATION
BEAVER ENERGY RESOURCES INC.	SHRHLDRS. MTNG. MAT.
BINARY TECHNOLOGY FUNDING INC.	RULING/ORDER/REASONS
BLAKE RESOURCES LTD.	RULING/ORDER/REASONS
BLUE MOUNTAIN RESORTS LIMITED	CERTIF. OF MAILING
BOUNDARYVIEW PLACE LIMITED PARTNERSHIP	FORM 28-ANN. FILING
BRANDY BROOK MINES LIMITED	SHRHLDRS. MTNG. MAT.
BRAZLOY METALS INC.	PRIVATE PLACEMENTS

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
BREAKWATER RESOURCES LTD.	PRESS RELEASE
BREAKWATER RESOURCES LTD.	PRESS RELEASE
BRENT GARDENS PARTNERSHIP	FORM 28-ANN. FILING
BRENT RESOURCES GROUP LTD.	IFS 6 MN MR 31 85
BRISA INTERNATIONAL S.A.	CERTIF. OF MAILING
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRUNCOR INC.	T.S.E. MATERIAL
BRUNSWICK MINING AND SMELTING	SHRHLDRS. MTNG. MAT.
C-I-L INC.	PRESS RELEASE
C-I-L INC.	TAKEOVER/FORM 35
CABLESHARE INC.	PRESS RELEASE
CABLESHARE INC.	PRESS RELEASE
CALGROUP GRAPHICS CORPORATION LTD.	PRESS RELEASE
CAMEL OIL & GAS LTD.	PRESS RELEASE
CAMPBELL RESOURCES INC.	PRESS RELEASE
CAMPBELL RESOURCES INC.	PRIVATE PLACEMENTS
CAMPBELL SOUP COMPANY LTD.	CERTIF. OF MAILING
CANADA DEVELOPMENT CORPORATION	PRIVATE PLACEMENTS
CANADA-ISRAEL DEVELOPMENT LTD.	APPLICATION
CANADIAN COMMERCIAL BANK	CERTIFIED INTERIM FI
CANADIAN GENERAL INVESTMENTS LIMITED	CERTIF. OF MAILING
CANADIAN IMPERIAL BANK OF COMMERCE	PRESS RELEASE
CANADIAN INVESTMENT FUND LTD.	APPLICATION
CANADIAN LENCOURT MINES LIMITED	CERTIF. OF MAILING
CANADIAN LENCOURT MINES LIMITED	CERTIF. OF MAILING
CANADIAN THOROUGHbred INVESTORS	DISSOLVED PARTNERSHI
CANAVEST HOUSE LIMITED	PRESS RELEASE
CANTEL INC.	PRIVATE PLACEMENTS
CAPTAIN CONSOLIDATED RESOURCES LTD.	RULING/ORDER/REASONS
CARDIFF URANIUM MINES LIMITED	RULING/ORDER/REASONS
CARENA-BANCORP HOLDINGS INC.	PRESS RELEASE
CARENA-BANCORP HOLDINGS INC.	PRESS RELEASE
CARENA-BANCORP INC.	T.S.E. MATERIAL
CARLSON MINES LTD.	AUD. ANN. FIN. STMT.
CARLSON MINES LTD.	RULING/ORDER/REASONS
CARUSCAN CORPORATION	PRESS RELEASE
CARUSCAN CORPORATION	SHRHLDRS. MTNG. MAT.
CAWTHRA APARTMENTS LIMITED	SHRHLDRS. MTNG. MAT.
CB PAK INC.	EXEMPT FIN. NOTICE
CENTENNIAL MINERALS LTD.	EXEMPT FIN. NOTICE
CENTRAL NATIONAL INVESTMENTS LIMITED	CHANGE DIRECTORS
CHATEAU STORES OF CANADA LTD.	IFS 3 MN AP 27 85
CHOICELAND IRON MINES LIMITED	RULING/ORDER/REASONS
CHRYSLER CREDIT CANADA LTD.	APPLICATION
CHRYSLER CREDIT CANADA LTD.	RULING/ORDER/REASONS
CIMARRON PETROLEUM LIMITED	PRESS RELEASE
CINEPLEX CORPORATION	NAME CHANGE
CLAREVIEW GARDENS APARTMENT PROJECT	RULING/ORDER/REASONS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
CMA INVESTMENT FUND	AUD. ANN. FIN. STMT.
CMA SHORT-TERM DEPOSIT FUND	AUD. ANN. FIN. STMT.
COASTAL INTERNATIONAL LTD.	PRESS RELEASE
COHO RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
COIN LAKE GOLD MINES LTD.	CERTIF. OF MAILING
COIN LAKE GOLD MINES LTD.	T.S.E. MATERIAL
COMAPLEX RESOURCES INTERNATIONAL LTD.	PRIVATE PLACEMENTS
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMMERCIAL HOLDING AND METALS	IFS 6 MN AP 30 85
CONSOLIDATED IMPERIAL RESOURCES ENERGY	PRESS RELEASE
CONSOLIDATED MARCUS GOLD MINES LIMITED	CHANGE DIRECTORS
CONSOLIDATED NATURAL GAS COMPANY	IFS 3 MN MR 31 85
CONSUMERS' GAS COMPANY LTD., THE	PROSPECTUS
CONTINENTAL SILVER CORP.	AUD. ANN. FIN. STMT.
CONWEST EXPLORATION COMPANY LIMITED	PRIVATE PLACEMENTS
CORRIDA OILS LTD.	T.S.E. MATERIAL
COSTAIN LIMITED	PRESS RELEASE
COUNSEL TRUSTCO CORPORATION	PRIVATE PLACEMENTS
COUNSEL TRUSTCO CORPORATION	OFFERING MEMORANDUM
CTG, INC.	CERTIF. OF MAILING
CURTISS-WRIGHT OF CANADA INC.	NAME CHANGE
D'OR VAL MINES LTD.	PRESS RELEASE
DAILY TELEGRAPH PLC, THE	OFFERING MEMORANDUM
DAILY TELEGRAPH PLC, THE	PRIVATE PLACEMENTS
DALE-ROSS HOLDINGS LTD.	FORM 28-ANN. FILING
DAON DEVELOPMENT CORPORATION	CERTIF. OF MAILING
DICON SYSTEMS LIMITED	PROSPECTUS
DOME PETROLEUM LIMITED	PRESS RELEASE
DOME PETROLEUM LIMITED	PRESS RELEASE
DOMTAR INC.	LET. TO SHAREHOLDERS
DORE EXPLORATIONS INC.	AUD. ANN. FIN. STMT.
DORE EXPLORATIONS INC.	APPLICATION
DORE EXPLORATIONS INC.	RULING/ORDER/REASONS
DORSET RESOURCES LTD.	PRESS RELEASE
DUNCAN PARK HOLDINGS CORPORATION	IFS 6 MN MY 31 85
DUNOIL RESOURCES LTD.	T.S.E. MATERIAL
DURHAM RESOURCES INC.	CHANGE DIRECTORS
DYLEX LIMITED	T.S.E. MATERIAL
ECHO BAY MINES LTD.	PRESS RELEASE
ECLIPSE CAPITAL CORPORATION	PRESS RELEASE
ECLIPSE RESOURCES CORP.	PROSPECTUS
EDDA RESOURCES INC.	FORM 27-MAT. CHANGE
EDEN ROC MINERAL CORPORATION	PRESS RELEASE
EDEN ROC MINERAL CORPORATION	SHRHLDRS. MTNG. MAT.
ELEVATION LIMITED PARTNERSHIP	OFFERING MEMORANDUM
ELEVATION LIMITED PARTNERSHIP	PRIVATE PLACEMENTS
EPITEK INTERNATIONAL INC.	PRESS RELEASE

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ISSUER	TITLE
EPITEK INTERNATIONAL INC.	PRIVATE PLACEMENTS
EQUITY SILVER MINES LIMITED	PRESS RELEASE
FEDERAL INDUSTRIES LTD.	SHRHLDRS. MTNG. MAT.
FIDELITY TRUST COMPANY, THE	T.S.E. MATERIAL
FINANCIAL TRUSTCO CAPITAL LTD.	PRESS RELEASE
FINANCIAL TRUSTCO CAPITAL LTD.	PRESS RELEASE
FIRAN CORPORATION	PRESS RELEASE
FIRST CITY INDUSTRIES INC.	FORM 8-K
FIRST CITY REALFUND	APPLICATION
FIRST CITY REALFUND	RULING/ORDER/REASONS
FLEET AEROSPACE CORPORATION	PRESS RELEASE
FLEET AEROSPACE CORPORATION	FORM 27-MAT. CHANGE
FLEET AEROSPACE CORPORATION	TAKEOVER/FORM 35
FORD MOTOR COMPANY OF CANADA LTD.	PRESS RELEASE
FRANCO-NEVADA MINING CORPORATION LIMITED	PRESS RELEASE
GALACTIC RESOURCES LTD.	PRESS RELEASE
GALACTIC RESOURCES LTD.	PROSPECTUS
GARRISON GOLD INC.	AMENDMENT TO PROSPEC
GENERAL ALLIED OIL & GAS CO.	RULING/ORDER/REASONS
GENSTAR FINANCIAL CORPORATION	PRELIM. PROSPECTUS
GOGAMA RESOURCES INC.	APPENDICES TO PRO.
GOLDBELT MINES INC. (N.P.L.)	PRESS RELEASE
GOTAAS-LARSEN SHIPPING CORPORATION	SHRHLDRS. MTNG. MAT.
GOTAAS-LARSEN SHIPPING CORPORATION	FORM 20-F FOR THE FI
GRANDAD RESOURCES LIMITED	RULING/ORDER/REASONS
GRASSET LAKE MINES LIMITED	RULING/ORDER/REASONS
GREENWICH RESOURCES PLC	PRESS RELEASE
GUARDIAN GROWTH FUND LIMITED	APPLICATION
GUARDIAN GROWTH FUND LIMITED	RULING/ORDER/REASONS
GUARDIAN TRUSTCO INC.	IFS 3 MN MR 31 85
GUARDIAN-MORTON SHULMAN PRECIOUS METALS	PRESS RELEASE
GULFSTREAM RESOURCES CANADA LIMITED	STOCK OPTIONS GRANTE
GYRO EQUITY FUND	PRELIM. PROSPECTUS
GYRO EQUITY FUND	APPENDICES TO PRO.
HALLIBURTON COMPANY	PRESS RELEASE
HALLIBURTON COMPANY	FORM 8-K
HEADWAY PROPERTY INVESTMENT 78-III	SIGNED FINANCIAL STA
HERITAGE GROUP INC.	DIVIDEND NOTICE
HERITAGE, THE	OFFERING MEMORANDUM
HERITAGE, THE	PRIVATE PLACEMENTS
HIDDEN LAKE GOLD MINES LTD.	IFS 6 MN AP 30 85
HIGHFIELD PROPERTY INVESTMENTS LTD.	IFS 9 MN AP 30 85
HIGHWOOD RESOURCES LTD.	IFS 3 MN AP 30 85
HISPYKE EXPLORATIONS INC.	RULING/ORDER/REASONS
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUMBOLDT ENERGY CORPORATION	ANNUAL REPORT
HUMBOLDT ENERGY CORPORATION	IFS 3 MN MR 31 85
HUMBOLDT ENERGY CORPORATION	RULING/ORDER/REASONS

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HUMBOLDT ENERGY CORPORATION	SHRHLDRS. MTNG. MAT.
HUSKY OIL LTD.	APPLICATION
HW VALUE FUND	PRIVATE PLACEMENTS
HYDROCARBON 1979 EXPLORATION PROGRAM	RULING/ORDER/REASONS
I.T.L. INDUSTRIES LIMITED	INTERIM REPORT FOR T
IF YOU COULD SEE WHAT I HEAR	AUD. ANN. FIN. STMT
IMASCO LIMITED	PRESS RELEASE
IMPERIAL OIL LIMITED	EXEMPT FIN. NOTICE
INCO LIMITED	PRIVATE PLACEMENTS
INTERMETCO LIMITED	IFS 6 MN AP 30 85
INTERNATIONAL ATLANTIS RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
INTERNATIONAL CHEMALLOY CORPORATION	T.S.E. MATERIAL
INTERQUEST RESOURCES CORPORATION	PRELIM. PROSPECTUS
IVACO INC.	TAKEOVER/FORM 35
IVACO INC.	PRESS RELEASE
JAYHAWK ENERGY RESOURCES INC.	CERTIF. OF MAILING
JEN-TEK ENTERPRISES & EXPLORATIONS INC.	AUD. ANN. FIN. STMT.
JEN-TEK ENTERPRISES & EXPLORATIONS INC.	IFS 3 MN AP 30 85
JEN-TEK ENTERPRISES & EXPLORATIONS INC.	LET. TO SHAREHOLDERS
JOHN LABATT LIMITED	CERTIF. OF MAILING
JOHN LABATT LIMITED	LET. TO SHAREHOLDERS
JOHNSON MATTHEY PUBLIC LIMITED COMPANY	SALE OF SHARES
KAPUSKASING RESOURCES LTD.	CERTIF. OF MAILING
KAYORUM GOLD MINES LIMITED	CERTIF. OF MAILING
KEEPRITE INC.	CERTIF. OF MAILING
KEEZIC RESOURCES LIMITED	PRESS RELEASE
L.K. RESOURCES LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LIDLAW TRANSPORTATION LIMITED	PRESS RELEASE
LIDLAW TRANSPORTATION LIMITED	PRIVATE PLACEMENTS
LAKE MINE RESOURCES INC.	CHANGE OF AUDITORS
LAKE MINE RESOURCES INC.	CHANGE OF AUDITORS
LEHNDORFF CANADIAN PROPERTIES	ANNUAL REPORT
LEHNDORFF CANADIAN PROPERTIES	NEW ADDRESS
LOCHIEL EXPLORATION LTD.	IFS 3 MN AP 30 85
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LONVEST CORPORATION	FORM 27-MAT. CHANGE
LONVEST CORPORATION	PROSPECTUS
LUXMAR RESOURCES INC.	EXEMPT FIN. NOTICE
LUXMAR RESOURCES INC.	PRESS RELEASE
MACLEAN HUNTER LIMITED	PRESS RELEASE
MACLEAN HUNTER LIMITED	EXEMPT FIN. NOTICE
MAGNA INTERNATIONAL INC.	CERTIF. OF MAILING

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ISSUER	TITLE
MAGNA INTERNATIONAL INC.	EXEMPT FIN. NOTICE
MARLBOROUGH COURT I	PRIVATE PLACEMENTS
MARSHALL DRUMMOND MCCALL INC.	PRESS RELEASE
MARSHALL MINERALS CORP.	AUD. ANN. FIN. STMT.
MARSHALL MINERALS CORP.	PRESS RELEASE
MARSHALL MINERALS CORP.	CERTIF. OF MAILING
MDS HEALTH GROUP LTD.	IFS 6 MN AP 30 85
MDS HEALTH GROUP LTD.	PRESS RELEASE
MDS HEALTH GROUP LTD.	LET. TO SHAREHOLDERS
MIKES SUBMARINES INC.	IFS 24 WK JN 16 85
MIKES SUBMARINES INC.	TAKEOVER/FORM 35
MIKES SUBMARINES INC.	CERTIF. OF MAILING
MILLSTREAM MINES LIMITED	IFS 24 MN MY 31 85
MIRTONE INTERNATIONAL INC.	AMENDMENT TO PRO.
MISSISSAUGA TEACHERS' RETIREMENT VILLAGE	AUD. ANN. FIN. STMT.
MITEL CORPORATION	FORM 8
MMC VIDEO ONE CANADA LTD.	PRESS RELEASE
MONTHLY PAYMENT PORTFOLIO - SERIES 3	PRELIM. PROSPECTUS
MUNICIPAL FINANCIAL CORPORATION	PRESS RELEASE
MUSTO EXPLORATIONS LIMITED	IFS 3 MN MR 31 85
MUSTO EXPLORATIONS LIMITED	RULING/ORDER/REASONS
MUSTO EXPLORATIONS LIMITED	RULING/ORDER/REASONS
NANECO RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
NATIONAL BANK OF CANADA	DIVIDEND NOTICE
NELMA INFORMATION INC.	PRIVATE PLACEMENTS
NELMA INFORMATION INC.	EXEMPT FIN. NOTICE
NEOMAR RESOURCES LIMITED	CHANGE DIRECTORS
NEVER TRUST AN HONEST THEIF	AUD. ANN. FIN. STMT.
NEVER TRUST AN HONEST THEIF	AUD. ANN. FIN. STMT.
NEVER TRUST AN HONEST THEIF	LET. TO SHAREHOLDERS
NEVER TRUST AN HONEST THEIF	CERTIF. OF MAILING
NEW BRUNSWICK TELEPHONE COMPANY,	APPLICATION
NEW BRUNSWICK TELEPHONE COMPANY,	RULING/ORDER/REASONS
NORDAIR INC.	PRESS RELEASE
NORMANDIE RESOURCE CORPORATION	APPLICATION
NORPET 1985/86 JOINT VENTURE	PRIVATE PLACEMENTS
NORTH CANADIAN OILS LIMITED	SHRHLDRS. MTNG. MAT.
NORTH FRONT LIMITED PARTNERSHIP, THE	IFS 3 MN MR 31 85
NORTH FRONT LIMITED PARTNERSHIP, THE	RULING/ORDER/REASONS
NORTH FRONT LIMITED PARTNERSHIP, THE	RULING/ORDER/REASONS
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	DIVIDEND NOTICE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHFIELD PETROLEUM CORPORATION	IFS 6 MN AP 30 85
NORTHUMBERLAND MINES LIMITED	PRIVATE PLACEMENTS
NORTHUMBERLAND MINES LIMITED	FORM 27-MAT. CHANGE

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ISSUER	TITLE
NOVAMETRIX MEDICAL SYSTEMS INC.	FORM 10K
NOVAMETRIX MEDICAL SYSTEMS INC.	SHARE OFFER
NOVAMETRIX MEDICAL SYSTEMS INC.	SHRHLDRS. MTNG. MAT.
NU-WEST GROUP LIMITED	CREDITORS' COMMITTEE
OAKWOOD PETROLEUMS LTD.	PRIVATE PLACEMENTS
OLYMPIA AND YORK DEVELOPMENTS LIMITED	APPLICATION
OPTRIX RADIATION INC.	AUD. ANN. FIN. STMT.
OPTRIX RADIATION INC.	SHRHLDRS. MTNG. MAT.
OSC - COMPUTER ACCESS TO OSC MATERIAL	SUBMISSION
OSC - DISTRIBUTION OF INFORMATION	SUBMISSION
OSC - EXECUTIVE COMPENSATION	SUBMISSIONS
OSC BULLETIN	VOLUME 8 #27/85
PACIFIC CASSIAR LIMITED	IFS 6 MN AP 30 85
PACO CORPORATION OF CANADA LIMITED	PRESS RELEASE
PAGE PETROLEUM LTD.	IFS 3 MN MR 31 85
PAN AMERICAN MINERALS CORP.	CHANGE OF ADDRESS
PAT GOLD MINES LIMITED	AUD. ANN. FIN. STMT.
PATHFINDER FINANCIAL CORPORATION	PRESS RELEASE
PATHFINDER FINANCIAL CORPORATION	PRESS RELEASE
PEAT RESOURCES LIMITED	PRELIMINARY REPORT,
PELHAM GOLD MINES LIMITED	AUD. ANN. FIN. STMT.
PELHAM GOLD MINES LIMITED	RULING/ORDER/REASONS
PEOPLES JEWELLERS LIMITED	PRIVATE PLACEMENTS
PETRO-SUN INTERNATIONAL INC.	PRESS RELEASE
PETROMET RESOURCES LIMITED	CERTIF. OF MAILING
PETROMET RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
PHILLIPS PETROLEUM COMPANY	COMMON & PREFERRED S
PHILLIPS PETROLEUM COMPANY	FRACTIONAL PREFERRED
PHOENIX CANADA OIL COMPANY LIMITED	ANNUAL REPORT
PHOENIX CANADA OIL COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
PHOENIX CANADA OIL COMPANY LIMITED	CERTIF. OF MAILING
PINE POINT MINES LIMITED	PRESS RELEASE
PLUMBING MART CORPORATION	SHRHLDRS. MTNG. MAT.
POWER CORPORATION OF CANADA	PRESS RELEASE
POWER CORPORATION OF CANADA	FORM 27-MAT. CHANGE
PRIMROSE TECHNOLOGY CORPORATION	IFS 3 MN AP 30 85
PRONTO EXPLORATIONS LIMITED	AUD. ANN. FIN. STMT.
PRUDENTIAL GROWTH FUND CANADA LTD.	PROSPECTUS
PRUDENTIAL INCOME FUND OF CANADA	PROSPECTUS
PUNTERS GOLD EXPLORATIONS INCORPORATED	FORM 27-MAT. CHANGE
PUTNAM HEALTH SCIENCES TRUST FOR CANADA	APPLICATION
PUTNAM HEALTH SCIENCES TRUST FOR CANADA	APPLICATION
QUEBEC EXPLORERS CORPORATION LTD.	IFS 3 MN MR 31 85
R-TEK CORPORATION	PRIVATE PLACEMENTS
RAMBLER OIL COMPANY	T.S.E. MATERIAL
RANCHMEN'S EXPL'N & DEV'T PARTNERSHIP	AUD. ANN. FIN. STMT.
RANCHMEN'S EXPLORATION & DEV'T	AUD. ANN. FIN. STMT.
RANCHMEN'S RESOURCES (1976) LTD.	NAME CHANGE

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ISSUER	TITLE
RANGER OIL LIMITED	PRESS RELEASE
RANGER OIL LIMITED	PRESS RELEASE
RANK ORGANISATION PLC, THE	ANNUAL REPORT
REGENCY, THE	OFFERING MEMORANDUM
REGENCY, THE	PRIVATE PLACEMENTS
REGINA CENTRE HOTEL LIMITED PARTNERSHIP	PRIVATE PLACEMENTS
REGINA CENTRE HOTEL LIMITED PARTNERSHIP	APPLICATION
REGIONAL RESOURCES LTD.	IFS 3 MN AP 30 85
REGIONAL RESOURCES LTD.	PRESS RELEASE
REIGATE RESOURCES (CANADA) LTD.	IFS 6 MN MR 31 85
REITMAN'S (CANADA) LIMITED	CHANGE DIRECTORS
REITMAN'S (CANADA) LIMITED	PRESIDENT'S REPORT
RENAISSANCE ENERGY LTD.	PROSPECTUS
RESOURCE SERVICE GROUP LTD.	APPLICATION
RESOURCE SERVICE GROUP LTD.	RULING/ORDER/REASONS
ROBINSON, LITTLE & CO. LTD.	ASSIGNMENT IN BANKRU
ROGERS CABLESYSTEMS INC.	PRIVATE PLACEMENTS
ROYAL GOLD & SILVER CORPORATION	IFS 6 MN AP 30 85
ROYAL GOLD & SILVER CORPORATION	PRESS RELEASE
ROYAL TRUST "E" FUND	IFS 3 MN MR 31 85
ROYAL TRUST "M" FUND	IFS 3 MN MR 31 85
ROYAL TRUST MANAGED FUNDS - A ,B & C	IFS 3 MN MR 31 85
ROYEX GOLD MINING CORPORATION	PRIVATE PLACEMENTS
ROYEX GOLD MINING CORPORATION	PRESS RELEASE
ROYEX GOLD MINING CORPORATION	CHANGE DIRECTORS
ROYEX GOLD MINING CORPORATION	CHANGE TO OFFER TO P
ROYEX GOLD MINING CORPORATION	PRIVATE PLACEMENTS
RUPERTSLAND RESOURCES CO. LTD.	RULING/ORDER/REASONS
SANTA MARIA RESOURCES LIMITED	PRIVATE PLACEMENTS
SARLOS & ZUKERMAN INVESTMENT FUND INC.,	PRIVATE PLACEMENTS
SARLOS & ZUKERMAN INVESTMENT FUND INC.,	PRIVATE PLACEMENTS
SARLOS & ZUKERMAN INVESTMENT FUND INC.,	PRIVATE PLACEMENTS
SASKO OIL AND GAS LIMITED	PRESS RELEASE
SCEPTRE RESOURCES LIMITED	PRESS RELEASE
SCEPTRE RESOURCES LIMITED	T.S.E. MATERIAL
SCINTREX LIMITED	PRESS RELEASE
SCOTT'S HOSPITALITY INC.	PRESS RELEASE
SEABRIGHT RESOURCES INC.	T.S.E. MATERIAL
SECO-CEMP LIMITED	T.S.E. MATERIAL
SELKIRK COMMUNICATIONS LIMITED	TAKEOVER/FORM 35
SHELL CANADA LIMITED	OFFERING CIRCULAR
SHERRITT GORDON MINES LIMITED	PRIVATE PLACEMENTS
SHIELD CHEMICAL LTD.	AUD. ANN. FIN. STMT.
SHIELD CHEMICAL LTD.	SHRHLDRS. MTNG. MAT.
SILKNIT LIMITED	CERTIF. OF MAILING
SILTRONICS LTD.	PRIVATE PLACEMENTS
SIMCOE ERIE INVESTORS LIMITED	INTERIM REPORT FOR T
SIMPSON'S ACCEPTANCE COMPANY LIMITED	IFS 13 WK AP 27 85

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SLAIGHT BROADCASTING INC.	PRESS RELEASE
SLATER STEELS CORPORATION	ANNUAL REPORT
SLATER STEELS CORPORATION	SHRHLDRS. MTNG. MAT.
SOUTHAM INC.	PRESS RELEASE
SPARTON RESOURCES INC.	APPENDICES TO PRO.
STANDARD BROADCASTING CORPORATION	CORRECTION RE: OFFER
STANDARD BROADCASTING CORPORATION	TAKEOVER/FORM 35
STANDARD BROADCASTING CORPORATION	PRESS RELEASE
STANDARD BROADCASTING CORPORATION	FORM 27-MAT. CHANGE
STANDARD BROADCASTING CORPORATION	APPLICATION
STARREX MINING CORPORATION LTD.	CERTIF. OF MAILING
STARREX MINING CORPORATION LTD.	SHRHLDRS. MTNG. MAT.
STEINBERG INC.	PRESS RELEASE
STEINBERG INC.	PRESS RELEASE
STEINBERG INC.	PRIVATE PLACEMENTS
STEINBERG INC.	PROSPECTUS
STONEBRIDGE ARABIAN PARTNERSHIP	PROSPECTUS
SULPETRO LIMITED	IFS 6 MN AP 30 85
T. EATON ACCEPTANCE CO. LIMITED, THE	IFS 16 WK MY 18 85
TERATO RESOURCES LTD.	PROSPECTUS
TERRATECH RESOURCES INC.	CHANGE OF ADDRESS
TEXAS INTERNATIONAL COMPANY	FORM 8-K
THUNDERHEAD GOLD MINES LIMITED	IFS 6 MN JN 30 85
TIVERTON PETROLEUMS LTD.	SHRHLDRS. MTNG. MAT.
TORSTAR CORPORATION	PRESS RELEASE
TREASURE VALLEY EXPLORATIONS LTD.	PRIVATE PLACEMENTS
TREASURE VALLEY EXPLORATIONS LTD.	PRIVATE PLACEMENTS
TRILOGY RESOURCES CORPORATION	T.S.E. MATERIAL
TRILON FINANCIAL CORPORATION	T.S.E. MATERIAL
TURBO RESOURCES LIMITED	PRESS RELEASE
TWIN-SASKATCHEWAN 1983 DEVELOPMENT FUND	IFS 6 MN AP 30 85
UNITED AMERICAN FUND LTD.	PROSPECTUS
UNITED AMERICAN FUND LTD.	APPENDICES TO PRO.
UNITED STATES STEEL CORPORATION	IFS 3 MN MR 31 85
UNITED STATES STEEL CORPORATION	REPORT OF ANNUAL MEE
VEGA GOLD EXPLORATIONS INC.	FORM 28-ANN. FILING
VILLAGE CORNER LIMITED PARTNERSHIP	PRIVATE PLACEMENTS
WADDY LAKE RESOURCES INC.	T.S.E. MATERIAL
WAFFERBOARD CORPORATION LIMITED	CERTIF. OF MAILING
WATERLOO MANUFACTURING COMPANY LIMITED,	AUD. ANN. FIN. STMT.
WATERLOO MANUFACTURING COMPANY LIMITED,	SHRHLDRS. MTNG. MAT.
WEBB & KNAPP CANADA LTD.	IFS 3 MN MR 31 85
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	FORM 10K
WESTGROWTH PETROLEUMS LTD.	EXEMPT FIN. NOTICE
YORK CENTRE CORPORATION	IFS 9 MN MR 31 85
YORK CENTRE CORPORATION	CERTIF. OF MAILING

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 BEAUFORT OIL & GAS PROGRAM

July 10, 1985

Beaufort Oil & Gas Program

National Issue - Alberta

Offering 25,000 units at a price of \$ * per unit, with a minimum subscription of 5 units.

Agents: Dominion Securities Pitfield Limited
Wood Gundy Inc.
McLeod Young Weir Limited
Nesbitt Thomson Bongard Inc.
Richardson Greenshields of Canada Limited

11.1.2 PETRO-PRODUCTION FUND

July 15, 1985

Petro-Production Fund

Offering 500,000 mutual fund units at a price of \$10.00 per unit.

Distributor: Registered Brokers and Mutual Fund Dealers

11.1.3 PROFESSIONAL MARKET FUND LIMITED

Professional Market Fund Limited

Offering 1,500,000 units, each consisting of one Class A participating, non-voting, share and one Class A share purchase warrant at a price of \$2.00 per unit.

Agent: Watt Carmichael Securities Limited

11.2 PRELIMINARY SHORT FORM PROSPECTUS RECEIVED

11.2.1 LAIDLAW TRANSPORTATION LIMITED

July 16, 1985

Laidlaw Transportation Limited

National Issue - Ontario

Offering 5,000,000 of 6 3/4% convertible first preferred shares Series F (cumulative and redeemable) at a price of \$25.00 per share.

Underwriters: Dominion Securities Pitfield Limited
Gordon Capital Corporation
Burns Fry Limited
Nesbitt Thomson Bongard Inc.

11.3 FINAL RECEIPTS ISSUED

11.3.1 DUNFRAZIER GOLD EXPLORATIONS INC.

Dunfrazier Gold Explorations Inc.

Final receipt issued July 12, 1985 for a prospectus dated July 2, 1985 filed by Dunfrazier Gold Explorations Inc. qualifying for sale in Ontario 500,000 common shares at \$1.00 per share to provide net proceeds to the Company of \$250,000 before deducting expenses of the issue.

There will also be a secondary offering of 215,000 shares in a price range of \$1.00 to \$2.00 per common share, none of the proceeds of which will accrue to the benefit of the Company.

Promoters: Walter M. Cummings
Andrew Knapp
Underwriter: Gordon-Daly Grenadier Limited

11.3.2 ROBERTSON PROSPECTING SYNDICATE

Robertson Prospecting Syndicate

Receipt issued July 12, 1985 for a prospecting syndicate agreement dated June 18, 1985, qualifying 175 units in the syndicate to be issued for a total consideration not exceeding \$175,000.

Manager: Allan James Willy

11.3.3 BELMAR RESOURCES INC.

Belmar Resources Inc.

Final receipt issued July 15, 1985 for a prospectus dated July 15, 1985 filed by Belmar Resources Inc. qualifying for sale in Ontario 300,000 common shares at \$1.50 per share to provide net proceeds to the Company of \$225,000 before deducting expenses of the issue. There will also be a secondary offering of 150,000 shares in a price range of \$1.50 to \$2.50 per share, none of the proceeds of which will accrue to the benefit of the Company.

Promoter: Pelrun Holdings Inc. (James W. Gemmell)
Underwriter: A.C. MacPherson & Co. Limited

11.3.4 ST. CHARLES VILLAGE

St. Charles Village

Final receipt issued July 15, 1985, for a prospectus dated July 12, 1985, offering 266 Class A Limited Partnership Units at \$10,000 per Class A Unit, to provide \$2,660,000 to the Partnership, before deducting expenses of the issue.

Underwriter: Yorkton Securities Inc.
573716 Ontario Limited

11.3.5 GLOBAL STRATEGY TRUST AND GLOBAL STRATEGY CORPORATION

Global Strategy Trust
Global Strategy Corporation

Final receipt issued July 15, 1985 for a prospectus dated July 15, 1985, offering Units of Global Strategy Trust and Class A Redeemable Partially Voting Shares of Global Strategy Corporation at Net Asset Value plus a sales charge; during the Initial Offering Period, the Net Asset Value of each Unit and each Class A Share is fixed at \$9.30.

Underwriters: McLeod Young Weir Limited
Pemberton Houston Willoughby Incorporated
Levesque, Beaubien Inc.
Bache Securities Inc.

11.4 RIGHTS OFFERING ACCEPTED

11.4.1 VANCOUVER MANDARIN HOTEL LIMITED PARTNERSHIP

July 12, 1985

Vancouver Mandarin Hotel Limited Partnership

Material acceptable to the Commission has been received in respect to a proposed Rights Offering pursuant to sec. 34(1)14 and 71(1)(h) of the Securities Act (Ontario).

11.5 AMENDMENTS RECEIVED

11.5.1 PAGEBROOK REALTY FUND

July 9, 1985

Pagebrook Realty Fund

Amendment No. 1 dated July 4, 1985 to preliminary prospectus dated April 12, 1985.

11.5.2 NIM AND COMPANY, LIMITED PARTNERSHIP ET AL

NIM and Company, Limited Partnership
NIM (Quebec) and Company, Limited Partnership

Amendment dated July 12, 1985 to prospectus dated June 13, 1985.

11.6 ANNUAL INFORMATION FORMS RECEIVED

11.6.1 MITEL CORPORATION

July 12, 1985

Mitel Corporation

An annual information form dated July 11, 1985 has been filed by Mitel Corporation. This is a refiling.

11.6.2 THE CADILLAC FAIRVIEW CORPORATION LIMITED

The Cadillac Fairview Corporation Limited

An annual information form dated July 11, 1985 has been filed by the Cadillac Fairview Corporation Limited. This is a refiling.

11.6.3 BRUNCOR INC.

July 15, 1985

Bruncor Inc.

A first annual information form dated July 12, 1985 has been filed by Bruncor Inc.

11.6.4 ROGERS CABLESYSTEMS INC.

Rogers Cablesystems Inc.

The first annual information form dated July 10, 1985 filed by Rogers Cablesystems Inc. has been accepted by the Commission.

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

MUTUAL FUND DEALER, INVESTMENT COUNSEL and as PORTFOLIO MANAGER

First City Trust Company
350 Bay Street,
Toronto, Ontario
M5H 2S6.
(effective July 2, 1985)
New Registration

SECURITIES DEALER

Royal Oak Securities Corporation
372 Bay Street,
Suite 804,
Toronto, Ontario.
M5H 2W9.
(effective July 11, 1985)
New Registration

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Bloom Investment Counsel, Inc..
70 Ridelle Ave.,
Toronto, Ontario.
M6B 1J3
(effective July 11, 1985)
New Registration

Moneyware Inc.,
52 High Park Ave.,
Toronto, Ontario.
M6P 2R9.
(effective July 11, 1985)
New Registration

Renaissance Assets Management Inc.,
200 Adelaide Street West,
Toronto, Ontario.
M5H 1W7
(effective July 11, 1985)
New Registration

Semaans & Sons Securities Inc.
Suite 812,
8 King Street East,
Toronto, Ontario.
M5C 1B5.
(effective July 11, 1985)
Change of name from K. & N. Investment Advisors Inc.

12.2 TERMINATIONS

12.2.1 SECURITIES

TERMINATIONS SECURITIES

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Malcolm Paul Bloom,
70 Ridelle Ave.,
Toronto, Ontario.
M6B 1J3
(effective July 11, 1985)
Voluntary Surrender

REGISTRATIONS

Page 12-70

K. & N. Investment Advisors Inc.,
Suite 812,
8 King Street East,
Toronto, Ontario.
M5C 1B5
(effective July 11, 1985)
Change of name to Semanns & Sons Securities Inc.,

EXEMPT PURCHASER

Retirement Annuity Plan
Noranda Group
Noranda Mines Limited
P. O. Box 45,
Commerce Court West,
Toronto, Ontario.
M5L 1B6
(effective May 10, 1985)
Lapsed

The Pension Fund Society of The Bank of Montreal,
129 St. James Street,
4th Floor,
Montreal, Quebec.
H2Y 1L6.
(effective July 15, 1985)
Lapsed

CHAPTER 25
OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 CABLESHARE INC.

July 11, 1985

Cableshare Inc.

The Commission hereby consents to the pro rata release from escrow of 800,000 common shares immediately, 320,000 common shares on November 10, 1985 and 480,000 common shares on November 10, 1986.

25.2 TRANSFER WITHIN ESCROW

25.2.1 ASBESTOS LLOYD MINES LIMITED

July 12, 1985

Asbestos Lloyd Mines Limited

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Virginia Lucille Foster	Philip M. Malouf	135,000

25.3 COMPANIES BRANCH/REASONS AND DECISIONS

25.3.1 ONTARIO LEGISLATION CHANGES/EXTRA-PROVINCIAL CORPORATIONS

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of ONTARIO LEGISLATION CHANGES, EXTRA-PROVINCIAL CORPORATIONS, issued on June 14, 1985.

Ontario Legislative Changes/Extra-Provincial Corporations

Until March 1, 1985, all non-Ontario business corporations except federal and Quebec corporations, required an Extra-Provincial Licence from Ontario to carry on business in this Province. When the Extra-Provincial Corporations Act, 1984, came into force on March 1, 1985, this requirement was cancelled. Now, businesses incorporated outside Ontario, but within Canada, are entitled to carry on business in Ontario, provided they file certain specified information in a new Form 2 under the Corporations Information Act. All business corporations which possessed Extra-Provincial Licences under the previous legislation will be informed by mail of their responsibility to complete and file the Form 2. Please note that under the Corporations Information Act, corporations which do not file a Form 2 are not capable of maintaining an action or other proceeding in any court in Ontario with respect of a contract made by the corporation.

Copies of the Extra-Provincial Corporations Act, 1984, and of Bill 6 (the amendments to the Corporations Information Act) are available from:

The Ontario Government Book Store
Main Floor
880 Bay Street
Toronto, Ontario, M7A 1N8
Telephone 965-6015, Toll-free 1-800-268-7540

The new Form 2 will be available following proclamation of complementary amendments to the Corporations Information Act on July 1, 1985.

Additional information and supplies of the requisite forms are available from:

The Examination and Notice Section
Companies Branch
555 Yonge Street, 3rd Floor
Toronto, Ontario, M7A 2H6
(Tel: 416-963-0545)

25.4 COMPANIES BRANCH/REASONS AND DECISIONS

25.4.1 UNION ENTERPRISES LTD.

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of UNION ENTERPRISES LTD., issued on May 17th, 1985.



Ontario

Ministry of
Consumer and
Commercial
RelationsMinistère de la
Consommation
et du
CommerceCompanies Branch
Direction des
compagnies555 Yonge Street
Toronto, Ontario
M7A 2H6
416/963-

IN THE MATTER OF THE
BUSINESS CORPORATIONS ACT, 1982

S.O. 1982, Chapter 4

AND

IN THE MATTER OF
UNION ENTERPRISES LTD.

REASONS AND DECISION

Section 239 and 273

APPEARANCES:

For the Ministry of Consumer and Commercial Relations:

M. Bader, Q.C.

J.C. Barrows, Q.C.

For Union Enterprises Ltd.:

J.T. Evans

H. Bertossi

P. Farmer

For the Holders of Series 1 Preference Shares of Union Enterprises Ltd.:

J. Greenstein, Q.C.

No one appearing on behalf of Unicorp Canada Corporation

This case involves the rather unusual combination of pigs and gas, how they came together and how it was sought to tear them asunder. Therein lies a tale.

On May 23, 1961, 805 Christina North Limited was incorporated. As soon as was reasonably practicable, the Companies Branch dissolved the corporation because it failed to file its annual returns. The company was revived. In the early 1970's the corporation was again threatened with dissolution for

failure to file annual returns. The company rectified the matter. On March 15, 1984, the name of the corporation was changed to 113233 Ontario Limited. On September 19, 1984, the name of the corporation was changed to Union Enterprises Ltd. By Articles of Amendment effective November 7, 1984, the share capital of the corporation was revised so that the provisions attaching to the various classes of shares of Union Enterprises Ltd. read as they do today (Exhibit No. 17). However, this Union Enterprises Ltd. at that time had nothing to do with gas, resources, or for that matter, pigs.

Union Enterprises Ltd. became the corporation we know today by virtue of a scheme of Arrangement made under section 181 of the Business Corporations Act, 1982. The Arrangement became effective on January 1, 1985. The Arrangement affected not only Union Enterprises Ltd., but also Union Gas Ltd., Union Shield Resources Ltd. and U.N.G (Subco) Ltd. and their respective shareholders.

In the Fall of 1984, Union Gas Ltd. operated a natural gas distribution operation and was a regulated gas utility under the Ontario Energy Board Act. Union Gas Ltd. also had investments in non-utility assets, these being investments in the shares of resource companies. Since the rate of return to Union Gas Ltd. shareholders was regulated by the Ontario Energy Board, and the revenues from the non-utility assets were included by the Ontario Energy Board for the purpose of setting the rate of return allowed Union Gas Ltd., management of the corporation determined that it would be

appropriate to split out the non-utility assets in a new corporation and to create a new holding company which would own a separately incorporated gas utility and a separately incorporated resource corporation.

Accordingly, on November 10, 1984, Union Gas Ltd. forwarded to its shareholders an Information Circular and Notice of Motion concerning the reorganization of Union Gas Ltd. and the establishment of Union Enterprises Ltd. A copy of the Information Circular and Notice of Motion was filed as Exhibit No. 16 at the hearing. On page 5 of the Circular, a letter from W. Darcy McKeough, Chairman and President of Union Gas Ltd., to the common shareholders indicates the reasons for the Arrangement:

The principal results and benefits of the reorganization can be summarized as follows:

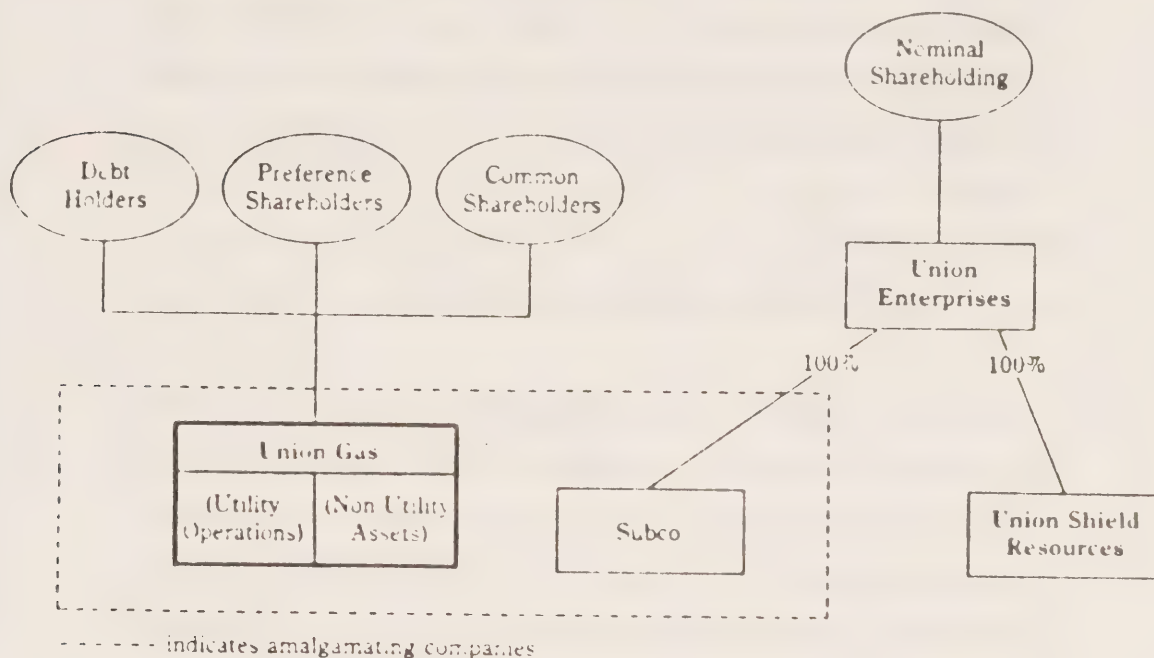
1. A new parent company of the Union Group, Union Enterprises Ltd., will be established to hold 100% of the common shares of subsidiaries initially operating in the utility and resource industry;
2. A new parent company, Union Enterprises Ltd., will provide leadership and coordination of the strategic objectives of the Union Group;
3. The creation of a resource subsidiary, Union Shield Resources Ltd., will provide a new focus to our resource assets for future growth;
4. The retention of utility assets in Union Gas will simplify the regulatory affairs of the group to the benefit of shareholders, customers and regulatory authorities; and
5. The new structure of the group will permit considerably more flexibility in the management of the group's affairs, and we hope that it will allow us to maximize our strengths and increase our investment values.

A chart of the new and old corporate structures taken from page 8 of the Information Circular is reproduced on the next page.

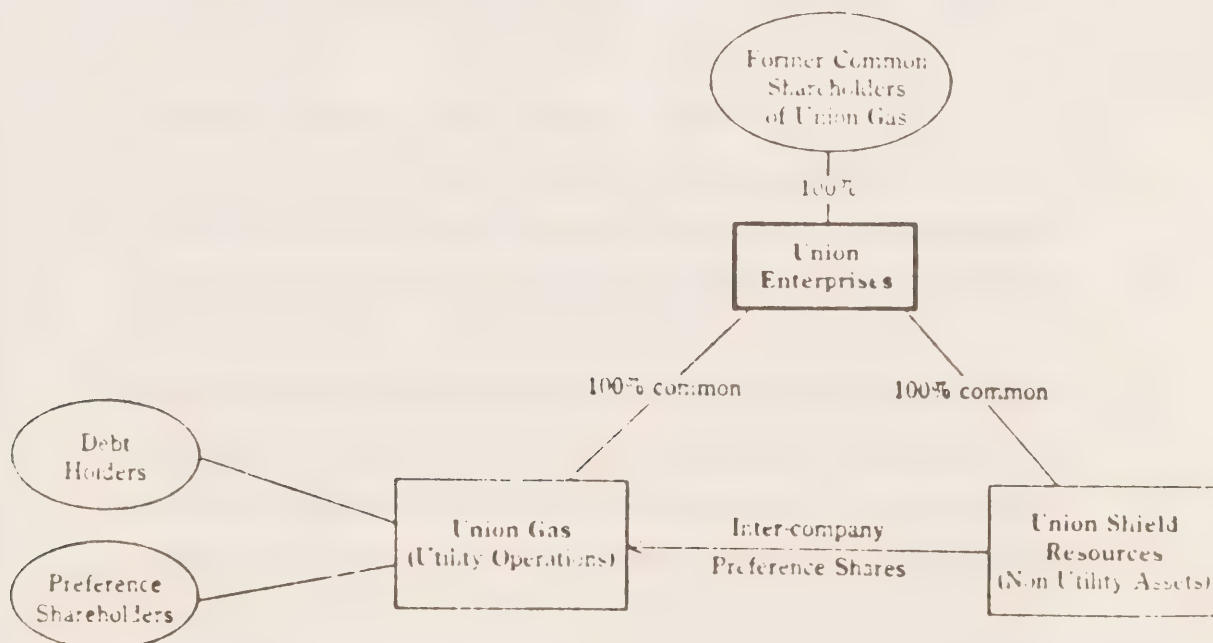
Corporate Structure

The diagrams below show, in order, (1) the present corporate structure of the Group and (2) the final corporate structure after giving effect to the whole Reorganization

1 Corporate Structure Before the Reorganization



2 Corporate Structure After Giving Effect to the Reorganization



In December 1984 the Arrangement was approved by the shareholders of Union Gas Ltd., the Supreme Court of Ontario, and the Lieutenant Governor in Council of Ontario under the Ontario Energy Board Act. Accordingly, Articles of Arrangement were endorsed and became effective as of January 1, 1985.

Briefly, the effect of the Arrangement was as follows:

Union Gas Ltd. became a wholly owned subsidiary of Union Enterprises Ltd. The common shareholders of Union Gas Ltd. became the common shareholders of Union Enterprises Ltd. (The preference shareholders of Union Gas Ltd. stayed as preference shareholders of that corporation). The non-gas utility assets of Union Gas Ltd. were transferred to Union Shield Resources Ltd., again a subsidiary of Union Enterprises Ltd. Finally, only Union Gas Ltd. remained as a regulated entity under the Ontario Energy Board Act.

On January 14, 1985, Union Enterprises filed Restated Articles of Incorporation which superseded its original incorporating documents and all amendments thereto. A certified copy of the Restated Articles endorsed as of January 14, 1985 was filed as Exhibit No. 5 at the hearing.

Within a month of the reorganization of Union Enterprises Ltd., on February 1, 1985, Unicorp Canada Corporation launched a takeover bid for Union Enterprises. The takeover bid was resisted by the management of Union Enterprises Ltd. For the next five weeks the parties waged a vigorous

battle. However, the writer did not become directly involved until March 7, 1985. On that date a Certificate of Amendment was endorsed which created the first series of Class A Preference Shares of Union Enterprises Ltd. The number of shares was fixed at ten million and they were designated as "Redeemable, Retractable, Convertible, Voting 8% Cumulative Class A Preference Shares, Series 1". A certified copy of the Certificate of Amendment was filed at the hearing as Exhibit No. 6.

These Series 1 Preference Shares with a value of \$125 Million Dollars were used to acquire Burns Food Ltd., a company that had built its organization on the quality of its meat operations. This is where the pigs come into the picture. The transaction was immediately attacked by the solicitors for Unicorp Canada Corporation, Messrs. Goodman & Goodman. Over the next few days Goodman & Goodman and Messrs. Blake, Cassels & Graydon, solicitors for Union Enterprises Ltd. engaged in a war of words over the propriety of the Burns Food acquisition and the propriety of the issuance of the Certificate of Amendment which created the Series 1 Preference Shares.

By letters dated March 11, 12 and 15, 1985, the solicitors for Unicorp made powerful representations to the Director under the Act. The essence of the complaint was that the Burns Food acquisition amounted to oppressive conduct under section 247 of the Business Corporations Act, and in addition, that the Series 1 Preference Shares were not validly created. In other words, the deal was a pig-in-a-poke. By letters dated March 12 and 18, 1985, the solicitors for Union Enterprises vigorously disputed those allegations. All of these letters were filed at the hearing as Exhibits 7 through 12.

On March 20, 1985 I wrote to the solicitors for both parties and advised that it was my decision not to apply to the Court for an order under section 247 of the Act. Briefly, my reasons were that Unicorp Canada Corporation had the status to complain itself, that Unicorp as an interested party had better knowledge than I as the Director of any facts that might constitute grounds for relief under section 247, that if any relief were granted the chief beneficiary would be Unicorp itself and finally, were I to take action under section 247, it would in my view raise a reasonable apprehension of bias were I also to hold a hearing under section 239 of the Act. In that letter I also indicated that I believed that it was appropriate to clear the air and that therefore, I would hold a hearing under section 239 of the Act to determine whether or not there is "sufficient cause" to cancel the certificate of amendment issued to Union Enterprises Ltd. on March 7, 1985. A copy of that letter was filed as Exhibit No. 14 at the hearing.

Unicorp Canada Corporation was served with the Notice of Hearing herein. However, counsel for Unicorp, by letter dated April 2, 1985, indicated that Unicorp and Union Enterprises Ltd. had reached a truce and in view of that:

... the parties have decided that no further action would be taken by either to pursue any administrative remedies which were set in motion during the course of the Unicorp takeover bid. As a result, we do not propose to appear if the section 239 hearing proceeds. We wish to emphasize, however, that we do not retract any of the concerns expressed in our previous correspondence.

Despite this demurrer, the hearing did proceed albeit in the absence of Unicorp Canada Corporation. Written allegations had already been received prior to the hearing. Notwithstanding the ceasefire between the parties, it is my duty as Director under the Business Corporations Act to ensure that it is duly administered and not brought into disrepute. Where strong allegations have been made which cast doubt on the validity of the shares of a public company, the public interest requires that there be an inquiry to clear the air so that investor confidence in our capital markets will be maintained. Having initiated the process, it is wrong to assume that a regulator will turn off the tap merely because the parties have kissed and made up.

The Restated Articles of Union Enterprises Ltd. provide in part that the corporation is authorized to issue "an unlimited number of Class A Preference Shares".

Paragraph 3 of the rights, privileges, conditions and restrictions attaching to those shares provides as follows:

Class A Shares Issuable in Series

The Class A Shares may at any time and from time to time be issued in one or more series; before the issue of any Class A Shares of any series, the board of directors of the Corporation shall, by resolution, determine the number of the Class A Shares of such series and fix the designation, and the rights, privileges, restrictions and conditions to be attached to the Class A Shares of such series, including but without in any way limiting or restricting the generality of the foregoing, the rate or amount of dividends (whether cumulative, non-cumulative or partially cumulative), the date or dates and place or places of payment thereof, the terms and conditions of any purchase for cancellation or redemption or retraction thereof, conversion or exchange rights, the terms and conditions of any purchase plan or sinking fund, and any restrictions respecting the payment of dividends on or the repayment of capital in respect of any shares ranking junior to the Class A Shares, **the whole subject to the rights, privileges, restrictions and conditions attaching to the Class A Shares as a class and to compliance with the Act.** (highlighting added)

Paragraph 6 of the rights, privileges and conditions attaching to the Class A Shares as a class provides as follows:

Voting Rights

Subject to the Act and to the rights, privileges, restrictions and conditions attaching to the Class A Shares of any particular series, the holders of Class A Shares shall not be entitled (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting (but shall be entitled to have mailed to them copies of the financial statements and the auditors' report thereon submitted to the annual meeting of shareholders) unless the Corporation shall fail to pay in the aggregate 6 quarterly cumulative dividends on the Class A Shares of any one series having cumulative dividends on the dates on which the same should be paid according to the terms thereof whether or not consecutive, whether or not such dividends have been declared, and whether or not there are monies of the Corporation properly applicable to the payment of dividends; thereafter so long as any such dividends on any Class A Shares remain in arrears the holders of the Class A Shares of all series shall be entitled to receive notice of all meetings of the shareholders (other than meetings of the holders of any other class or series called as such) of the Corporation and to attend thereat and shall be entitled, at any meeting to which they are entitled to notice, to 1 vote in respect of each \$10.00 of stated capital originally added to the stated capital of the Corporation on the issue of any Class A Shares held and, without limiting the foregoing, voting separately and exclusively as a class to elect 2 out of the total number of directors of the Corporation until all arrears of such dividends on all Class A Shares shall have been paid, whereupon such rights shall cease until the Corporation shall fail to pay in the aggregate 6 quarterly cumulative dividends on the Class A Shares of any one series having cumulative dividends on the dates on which the same should be paid according to the terms thereof whether or not consecutive, and whether or not such dividends have been declared, and whether or not there are any monies of the Corporation properly applicable to the payment of dividends, whereupon the holders of Class A Shares shall again be entitled to receive notice of meetings of the shareholders of the corporation as aforesaid and to attend thereat and to vote, as aforesaid, separately and exclusively as a class and otherwise as aforesaid until all arrears of cumulative dividends on all Class A Shares shall have been paid, and so on from time to time; nothing herein contained shall be deemed to limit the right of the Corporation from time to time to increase or decrease the number of its directors; notwithstanding anything contained in the Corporation's by-laws, the term of office of all persons who may be directors of the Corporation at any time when the holder of Class A Shares become entitled to elect directors as herein provided or who may be appointed as directors thereafter and before a meeting of shareholders shall terminate at the next annual meeting or at a general meeting which may be held at any time after the holders of

Class A shares become entitled to elect directors upon not less than 21 days' written notice and shall be called by the Secretary or an Assistant Secretary of the Corporation upon the written request of the holders of at least 1/10 of the outstanding Class A Shares and, in default of the Secretary or an Assistant Secretary calling such meeting within 21 days of such request, may be called by any holder of Class A Shares; notwithstanding anything contained in the Corporation's by-laws, upon any termination of the voting rights of the holders of Class A Shares as herein provided the term of office of all persons who may then be directors of the Corporation and who were elected by the holders of Class A Shares, voting separately and exclusively as a class, shall terminate; and if a member of the board of directors of the Corporation elected by the holders of Class A shares shall resign or for any other reason cease to be a director between meetings of shareholders, the vacancy may be filled by the board of directors and, if at such time the holders of Class A Shares are entitled to voting rights, the director appointed to fill such vacancy shall be a holder of Class A Shares; **notwithstanding the foregoing provisions of this clause, the holders of Class A Shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of all or substantially all of the property of the Corporation, but shall not be entitled to vote thereat unless so required by the Act.** (highlighting added)

The Series 1 Preference Shares were created by a Certificate of Amendment effective March 7, 1985. Paragraph 9 thereof sets forth the voting rights attaching to the Series 1 Preference Shares as follows:

VOTING RIGHTS

The holders of Series 1 Preference Shares shall be entitled as such to receive notice of and to attend at any meeting of shareholders of the Corporation and shall have .8 of a vote per Series 1 Preference Share at any such meeting.

Here are the arguments advanced which urged the Director to take action under subsection 239(1) of the Act and cancel the Certificate of Amendment which created the Series 1 Preference Shares. First, it was submitted that the Class A Preference Shares as a class do not carry voting rights except as required by law or in the case of dividend arrears. It was said that the directors cannot create a series of shares having greater rights

than those which shareholders authorized for the class as a whole and, therefore, it was improper to create a series of shares which have attached thereto unlimited voting rights.

Second, it was submitted that the Information Circular of November 10, 1984,

- (a) supports the conclusion that the shareholders did not intend to authorize a creation of a series of voting shares; or, alternatively
- (b) did not contain material "in sufficient detail to permit the shareholders to form a reasoned judgement thereon", as required by subsection 96(6) of the Act.

Third, it was submitted by counsel for Unicorp, in reference to paragraph 6 quoted above,

Although the clause contains the traditional broad language that such voting rights are "subject to the Act and to the rights, privileges, restrictions and conditions attaching to the Class A Preference Shares of any particular series", it goes on to provide that there are no voting privileges attaching to the Class A Preference Shares unless required by law or in the event that dividends are in arrears. The "subject to" provisions cannot be interpreted as a means of inferring absolute discretion with respect to voting rights.

Counsel found support for this proposition in the last portion of paragraph 6 which provides that the holders of Class A shares shall not be entitled to vote at a meeting called for the purpose of authorizing the dissolution of the corporation or for the sale of substantially all of the property of the corporation.

Fourth, with reference to paragraph 3 quoted above, it was submitted that there is absolutely no mention of voting rights and that something as important and material as voting rights would have to be enumerated for such a right to be included.

Therefore, the Director was urged to take action under subsection 239(1) of the Act to cancel the certificate creating the series shares, or in the alternative, the Director was urged to require that a corrected certificate of amendment be filed in accordance with section 273 of the Act because of the alleged inconsistency between the voting rights attached to the Series 1 Preference Shares and the last portion of paragraph 6 of the Restated Articles of Amendment of Union Enterprises Ltd.

Section 239 of the Act is as follows:

239(1) Where sufficient cause is shown to the Director, notwithstanding the imposition of any other penalty in respect thereof and in addition to any rights he may have under this or any other Act, he may, after he has given the corporation an opportunity to be heard, by order, upon such terms and conditions as he thinks fit, cancel a certificate of incorporation or any other certificate issued by him under this Act, and,

- (a) in the case of the cancellation of a certificate of incorporation, the corporation is dissolved on the date fixed in the order; and
 - (b) in the case of the cancellation of any other certificate, the matter that became effective upon the issuance of the certificate ceases to be in effect from the date fixed in the order.
- (2) In this section "sufficient cause" with respect to cancellation of a certificate of incorporation includes,
- (a) failure to pay the prescribed fee for incorporation;

- (b) failure to comply with subsection 115(2) or subsection 118(3);
- (c) failure to comply with a request under section 5 or a notice under section 8 of the Corporations Information Act;
- (d) a conviction of the corporation for an offence under the Criminal Code (Canada) or an offence as defined in the Provincial Offences Act, in circumstances where cancellation of the certificate is in the public interest; or
- (e) conduct described in subsection 247(2).

It is clear that subsection 239(2) which defines "sufficient cause" in part is not relevant to these proceedings because the subsection addresses itself only to cancellation of a certificate of incorporation, whereas we are here concerned with a certificate of amendment. In any event, none of the enumerated clauses in the subsection are relevant to these proceedings. Admittedly, it was alleged by counsel for Unicorp that the creation of the Series 1 Preference Shares amounted to oppressive conduct within the meaning of section 247 of the Act and therefore the Certificate of Amendment should be cancelled. In my view, in this particular case, the proper forum to decide whether or not there has been oppressive conduct is the Supreme Court of Ontario, and not this forum.

"Sufficient cause" to cancel a certificate of amendment is not defined but clearly the addition of the word "sufficient" means that there must be good reason shown to the Director before he or she acts to cancel the certificate. Obviously the effects of the such an order can be far reaching.

The directors of Union Enterprises Limited cannot create a series of Class A Shares having greater rights than those rights which attach to the Class A

shares as a class. That much is clear from the last three lines of paragraph 3 of the rights, privileges and conditions attaching to those shares (see page 8).

Section 25 of the Act provides in part that the articles may authorize the issue of any class of shares in one or more series and may authorize the directors to fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series, subject to the limitations set out in the articles. Subsection 22(6) of the Act, which states that each share of a class shall be the same in all respects as every other share of that class, is expressly made subject to the provisions found in section 25 of the Act. Therefore, subject to any limitations set out in the articles, the shares of one or more series may have different attributes which may be determined by the directors prior to the issuance of any particular series. I agree with the submission of Mr. Evans that the right of the directors to determine the designation, rights and privileges attaching to the shares of a series includes the right to determine voting rights and to determine whether or not there will be different voting rights or identical voting rights among shares of various series in a class. This is, as I stated above, subject to any limitation set out in the articles.

Paragraph 6 of the Restated Articles of Union Enterprises does set limitations on the right of Class A shareholders to vote. In essence, the paragraph provides that unless the Act otherwise requires or there are arrears of dividends the holders of Class A shares are not entitled to receive notice of or attend any meeting of the shareholders of Union Enterprises or to vote at any such meeting. However, this general prohibition is modified

by the very first clause in the paragraph. It was the submission of counsel for Union Enterprises Ltd. that the voting rights or lack thereof attaching to the Class A shares are subject to the rights, privileges, restrictions and conditions attaching to the Class A shares of any particular series, and thus it was perfectly proper and valid for the directors of the corporation to provide, with respect to the Series 1 Preference Shares, that those shares should have different voting rights from those set forth in paragraph 6 of the conditions attaching to the Class A Shares as a class.

I agree. The restriction on voting rights is clearly subject to variation in the case of shares of a particular series. That voting rights are not mentioned in paragraph 3 as part of the particular rights, privileges and conditions which the directors might determine in respect of a particular series does not matter. The words used in paragraph 3 are of general import and do not purport to restrict the discretion of the board of directors to determine those rights, privileges and conditions. It would be easy to speculate that it was not the intention of the draftsman to permit voting rights over and above those specified in paragraph 6, but the words used clearly and unambiguously say otherwise.

It was suggested that the shareholders of Union Gas Limited were not properly informed by the Information Circular of November 10, 1984 of the provisions attaching to the Class A Preference Shares. Thus, it was argued that the Information Circular contravenes subsection 96(6) of the Act because the shareholders were unable to form a reasoned judgement on the proposed transaction before them, and the certificate of amendment

creating the Series 1 Preference Shares should be cancelled. The implications of such a submission, if successful, go far beyond the cancellation of the certificate of amendment. If subsection 96(6) were contravened in a material way, then not only would the certificate of amendment be struck down but also the Restated Articles of Incorporation and Articles of Arrangement of Union Enterprises Ltd. The effect would be that the whole reorganization of Union Enterprises Ltd. would be set aside and Unicorp Canada Corporation would be the controlling shareholder of Union Gas Ltd., a regulated utility under the Ontario Energy Board Act. Presumably, Unicorp did not obtain permission to become the direct owner of the gas utility; therefore this submission, were it to be successful, might have ramifications far beyond those which were intended.

The Information Circular of November 10, 1984, correctly summarized the provisions attaching to the Class A Preference Shares as a class. In addition, the Circular made it clear that the text of those provisions was available for inspection by any shareholder of the corporation. It is my view that subsection 96(6) of the Act has not been contravened.

The Class 1 Preference Shares of Union Enterprises purport to have voting rights at any meeting of shareholders of the corporation. This is inconsistent with the last clause of paragraph 6 of the Restated Articles of the corporation. The provision is as follows:

...notwithstanding the foregoing provisions of this clause, the holders of Class A shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of all or substantially all of the property of the corporation, but shall not be entitled to vote thereat unless so required by the Act.

The two provisions are clearly inconsistent. Which one prevails? "Notwithstanding the foregoing provisions of this clause" modifies all of the preceding provisions including the provision which purports to give the directors of the corporation the authority to vary the voting rights attaching to the Class A shares. Thus the directors of Union Enterprises Ltd. did not have the authority to provide that the holders of Series 1 Preference Shares would have .8 of a vote per Series 1 Preference Share at **any** such meeting.

It must be kept in mind that there may never be a meeting of shareholders called for the purpose either of authorizing the sale of all or substantially all of the assets of the corporation or authorizing its dissolution. A decision as to whether or not sufficient cause exists to cancel the certificate depends on the facts of each particular case. Here, there is not sufficient cause to cancel the certificate of amendment because of a conflict between class and series provisions which may never arise.

On the other hand, the contingency may arise. In that situation it was suggested that the class provisions attaching to the Series 1 Preference Shares would prevail and the voting rights attaching to those shares would be suspended. That may well be. It must be remembered that we are here dealing with a series of shares which carry in the aggregate eight million votes. This is a substantial percentage of the votes attaching to all shares of the corporation. It is not readily apparent, save perhaps to those skilled in reading legal documents, that there may be a limitation on the voting

rights attaching to the Series 1 Preference Shares. Paragraph 9 of the Certificate of Amendment, which sets forth the voting rights attaching to the Series 1 Preference Shares, confers on the holders of those shares an unconditional right to attend meetings and to vote. The question which arises is whether or not it is appropriate to request a corrected certificate under section 273 of the Act which would reflect the fact that such shares do not carry voting rights in the circumstances above mentioned.

Section 273 of the Business Corporations Act, 1982 provides as follows:

- (1) Where a certificate endorsed by the Director contains an error or where a certificate is endorsed by the Director on articles or any other documents that contain an error, the corporation and its directors and shareholders shall, upon the request of the Director and after being given an opportunity to be heard, surrender the certificate and related articles or documents to the Director and pass such resolutions and take such other steps as the Director may reasonably require, and the Director shall then endorse a corrected certificate.
- (2) A corrected certificate endorsed under subsection (1) may bear the date of the certificate it replaces.
- (3) Where a correction made under subsection (1) is material, the Director shall forthwith give notice of the correction in The Ontario Gazette in accordance with section 268.
- (4) A decision of the Director under subsection (1) may be appealed to the Divisional Court which may order the Director to change his decision and make such further order as it thinks fit.

Mr. Evans, in his usual able way, submitted that Section 273 is of no assistance. First, "error" is not defined. Mr. Evans suggested that an error really means a mistake in the form of endorsement and not "error at law". He also suggested that proper notice was not given under the section and therefore section 273 is inapplicable in any event.

Provisions similar, although not identical to section 273, first appeared in 1979 (S.O. 1979, c. 36, s. 22). The amendment that year removed the

requirement that the Ministry staff first be assured that articles conformed to law before they issued a certificate. Responsibility for ensuring that articles conformed with the Act was placed on the applicant and his or her advisors. From that point on, Ministry staff vetted articles for form rather than content. In practical terms this meant that articles could be endorsed over the counter in less than fifteen minutes and delays of two to three weeks between the application for a certificate and its issuance were eliminated.

It was recognized that mistakes would still be made. Therefore, what is now section 273 was enacted as a form of lifeline or parachute provision to retroactively correct errors in certificates or articles.

What constitutes "error" is not defined in the section, nor has it been the subject of judicial interpretation. Subsection 273(1) clearly contemplates a mistake in the form of endorsement on a certificate, but it also includes "articles or any other documents that contain an error". For example, where articles of incorporation provide that the number of directors is to be four and then name only one individual as a director, all that has been incorporated is a shell, because there is no quorum of directors to organize the corporation. Section 273 has been used to save the day.

In my opinion, the Certificate of Amendment contains an error within the meaning of section 273, because the paragraph which sets forth the voting rights attaching to the Series 1 Preference Shares does not contain the proviso that the shares do not vote on a proposal to dissolve the corporation, or to sell all or substantially all of its assets. There is a contradiction between the unlimited voting rights purported to be given to the Series

Shares and the voting rights which attach to the class as a whole. By any objective standard I believe it is unreasonable for the ordinary person, as opposed to counsel learned in the law, to find that proviso, which is buried amid a plethora of complicated share provisions. In addition, this is not some trivial matter. The Series 1 Preference Shares represent 8 million votes. Therefore, in my view it is appropriate to request a corrected Certificate under section 273 of the Act.

However, there remains the argument, cogently made by Mr. Evans, that proper notice was not given under section 273 and, therefore, the section cannot be invoked. The section as noted above, states in part that..."the corporation and its directors and shareholders shall, upon the request of the Director and after being given an opportunity to be heard", take the required steps to permit the Director to endorse a corrected certificate. The section, as worded, contemplates notice to the corporation, its directors and its shareholders. This wording is unfortunate and unwieldy. In the example given above, where only a corporate shell was created, there would be no shareholders to whom notice could be given. Bill 154, which was introduced on December 6, 1984 and which died on the order paper, would have revised subsection 273(1) of the Act, so that either a corporation, its directors or shareholders, could apply for a corrected certificate, or a corporation, after being given an opportunity to be heard, could be requested by the Director to take steps to permit him to endorse a corrected certificate. However, that legislation was never passed and we must make do with the wording of the section as it now appears.

This case involves a statutory power of decision and thus the Statutory Powers Procedure Act is applicable. Subsection 6(1) states:

"The parties to any proceeding shall be given reasonable notice of the hearing by the Tribunal."

Recently the Divisional Court considered the factors which constitute reasonable notice in Re Central Ontario Coalition Concerning Hydro Transmission Systems et al v. Ontario Hydro et al.; Energy Probe, Intervenor (1984) 46 O.R. (2d) 715 (Div. Ct.).

The facts of the case are not terribly important as they dealt with an application by Ontario Hydro to obtain approval for the location of new transmission lines. The Divisional Court, per Reid, J., quashed a decision of a Joint Board constituted under the Consolidated Hearings Act, 1981 (Ontario) c. 20, 13 O.M.B.R. 257, which approved the proposed plan stage of a Hydro electrical transmission system. In so doing, the Divisional Court considered the Statutory Powers Procedure Act and what constitutes reasonable notice of a hearing. The Court was of the view that the adequacy of notice is not dependent upon the view of a tribunal, the notice must also meet the requirements of the Statutory Powers Procedure Act. The Court also stated at page 740:

Even in the absence of express statutory requirement it is trite law that where property rights or interests may be affected notice must be given and even in the absence of a statutory direction as to form and content a notice given must be reasonable in the circumstances.

So, a notice must be reasonable in the circumstances. In addition, it would appear that this is an objective test. In other words, what would a reasonable person conclude about the adequacy of a notice? The Court went on to discuss several cases including Wilson et al v Secretary of State for the Environment et al [1973] 1 W.L.R. 1083, wherein Browne, J. said:

In deciding whether the notice would give the necessary information one must, in my view, assume an imaginary member of the public familiar with Aldrich. One must not assume a trained lawyer nor someone experienced in local government, whether as a counsellor or an officer. On the other hand, one must not assume someone unusually stupid or someone unusually careless. I think that, as counsel put it, one must assume the man on the Midland Red Omnibus. The question is: What would the notice convey to such a man or woman? (quoted at page 743).

In this case notice was given under two sections of the Business Corporations Act, 1982. The first dealt with section 239 of the Act, which requires that notice need be given only to an affected corporation where the Director proposes to cancel a certificate. Notice was also given, in the alternative, that the Director might proceed under section 273 of the Act, and I am faced with the anomalous requirement that under that section notice to more parties must be given, even though the section is remedial in intent and purpose, as opposed to the penal purpose of section 239. The Notice of Hearing complied with subsection 6(2) of the Statutory Powers Procedure Act in that it included a statement of the time, place and purpose of the hearing, a reference to the statutory authority under which the hearing was held, and a statement that if a party notified did not attend at the hearing the tribunal would proceed in that party's absence, and that party would not be entitled to any further notice of the proceedings. Service of the notice on Union Enterprises Limited and Unicorp Canada Corporation was accepted by their respective solicitors. The notice was

also forwarded to each of the holders of Series 1 Preference Shares of Union Enterprise Ltd. as is set forth in the affidavit of Gina Sylvester, sworn the 4th day of April, 1984, (Exhibit 4).

There was no argument that notice was improperly given with respect to proceedings under section 239. On a reasonable and objective standard was proper notice given with respect to section 273? On balance, I believe the answer is yes. The shareholders whose rights may be affected by the hearing were all given notice of the hearing and were represented by counsel. Union Enterprises Ltd. and Unicorp Canada Corporation were also given notice and I find it impossible to draw the inference that the directors of those corporations were not aware of these proceedings. Two Press Releases, the first dated March 20, 1985 and the second dated April 30, 1985, were issued with respect to the decision to hold a hearing, and the date on which the hearing would be held, and both of these releases were widely reported in the press. It would have been impracticable to attempt to give notice to each of the over 14,000 common shareholders of Union Enterprise Ltd., and if it were necessary for me to so decide, it would be my view that the issuance and publication of the press releases constituted sufficient notice to those shareholders within the meaning of section 24 of the Statutory Powers Procedure Act. In my view it is not necessary to so decide because the common shareholders of Union Enterprises Ltd. were not entitled to notice of these proceedings. Their interests were not directly affected. Therefore I conclude that I have jurisdiction under section 273 of the Business Corporations Act, 1982.

In the result there will be no Order made under section 239 of the Act. Pursuant to section 273 of the Act, I hereby request Corrected Articles of

Amendment to replace the Articles of Amendment which were effective March 7, 1985. The Corrected Articles of Amendment must contain a proviso to the effect that the holders of the Series 1 Preference Shares are not entitled to vote at a meeting of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of all or substantially all of the property of the corporation unless so required by the Act. I may be spoken to with respect to the form of the resolution of the board of directors to effect this change.

Within sixty days of the date of these reasons, I require:

1. Corrected Articles of Amendment in duplicate along with a cheque for \$220 payable to the Treasurer of Ontario;
2. A certified copy of the resolution of the directors;
3. The surrender of the original Certificate of Amendment of Union Enterprises Ltd. effective March 7, 1985.

The aforementioned documents should be submitted to me.

Should this decision be appealed, the request will be stayed pending the resolution of any such appeal. Union keeps Burns and the pigs.

DATED at Toronto, Ontario the 17th day of May, 1985.



Edward J. Wells

Director

Business Corporations Act, 1982

ONTARIO SECURITIES COMMISSION
CORPORATE FINANCE BRANCH

STATISTICS OF FILINGS 1984-85

Comparative monthly and cumulative dollar value
of financial filings accepted June, 1985
(IN \$000'S)

PROSPECTUSES INCLUDING SHORT FORMS *	MONTH						CUMULATIVE					
	1984			1985			1984			1985		
	Equity	Debt		Equity	Debt		Equity	Debt		Equity	Debt	
Bank	75,000	-		9,000	-		1,111,000	-		443,900	50,000	
Film	-	-		-	-		-	-		-	-	
Finance	-	-		-	-		-	-		-	-	
Industrial	200,700	-		644,519	210,000		1,351,788	50,000		100,000	50,000	
M.U.R.B.	-	-		-	-		1,750	325,000		3,493,526	715,267	
Natural Resource	-	-		-	-		-	-		-	-	
- Mining - Junior	5,815	-		19,925	-		54,800	-		25,849	-	
- Mining - Other	31,988	-		15,400	-		85,493	-		58,900	-	
- Oil & Gas - Junior	1,400	-		360	-		7,277	-		2,370	50,000	
- Oil & Gas - Other	-	-		-	-		-	-		154,757	40,000	
Oil & Gas Program	-	-		-	-		-	-		106,558	-	
S.B.D.C.	-	-		-	-		20,473	-		12,430	-	
Miscellaneous	7,500	-		129,653	-		109,648	-		136,853	-	
Real Estate Program	-	-		-	-		-	-		75,000	-	
Trust Company	-	-		12,486	100,000		-	-		12,486	160,000	
Sub Total	322,403	-		831,343	310,000		2,742,229	375,000		4,622,629	1,065,267	
EXCHANGE OFFERING PROSPECTUSES												
Industrial	-	-		2,500	-		7,800	-		3,750	-	
Natural Resource	-	-		-	-		-	-		-	-	
- Mining - Junior	455	-		-	-		2,965	-		720	-	
- Mining - Other	-	-		-	-		-	-		-	-	
- Oil & Gas - Junior	1,000	-		-	-		1,000	-		-	-	
- Oil & Gas - Other	-	-		-	-		-	-		-	-	
Sub Total	1,455	-		2,500	-		11,765	-		4,470	-	
EXEMPT FINANCINGS												
Form 20	360,187	41,880		1,312,439	278,983		1,578,209	1,140,046		4,175,171	1,641,768	
Form 21	8,255	-		1,939	-		80,885	12,281		55,160	6,868	
Sub Total	368,442	41,880		1,314,378	278,983		1,659,094	1,152,327		4,230,331	1,648,636	
TOTAL	692,300	41,880		2,148,221	588,983		4,413,088	1,527,327		8,857,430	2,713,903	
*	75,000	-		368,719	150,000		1,261,570	275,000		992,119	565,000	

APPENDIX A

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JULY 26, 1985

VOLUME 8 #30/85

OSC BULLETIN



The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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OSC BULLETIN

VOLUME 8 #30/85

JULY 26, 1985

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 NOTICES

1.1.1 NEW APPOINTMENTS TO THE OSC

The Commission is pleased to announce the appointment of Lawrence P. Schwartz to the newly created position of Policy/Program Analyst. Mr. Schwartz obtained a Bachelor of Science degree at the University of Toronto in 1971 and a Ph.D in Economics and Business at the Wharton School, University of Pennsylvania in 1977. He brings to the Commission experience in the corporate and merchant banking and securities underwriting fields, as well as extensive knowledge in policy formulation. Mr. Schwartz will be engaged in policy analysis and economic research at the Commission. He may be reached at 963-3451.

1.2 PRESS RELEASE

1.2.1 MANSOMENICA GOLD INC.

July 19, 1985.

William DYER, 72, an accountant, and a director and acting treasurer for Mansomenica Gold Inc. ("Mansomenica") was charged in Toronto on July 11, 1985 with thirty-four contraventions of the Securities Act, including one charge of distributing securities of Mansomenica without having filed a prospectus, twenty charges of trading in securities of Mansomenica without registration and thirteen charges of making representations that the securities of Mansomenica would be repurchased. Ronald Cook, 63, Mansomenica's geologist, was jointly charged with DYER with distributing securities without having filed a prospectus, with twelve charges of unregistered trading and twelve charges of making representations that Mansomenica's securities would be repurchased. Both individuals are scheduled to appear in Toronto Provincial Court to respond to these charges on August 27, 1985.

Reference: J.J. Douglas (416) 963-0253

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 THE TORONTO FUTURES EXCHANGE

Headnote

Acceptance by Deputy Director, Commodity Futures, under s.36 of the Act, of the form of a proposed commodity futures contract based on Long Term Government of Canada Treasury Bonds with minimum maturities of 15 years to be traded on The Toronto Futures Exchange.

Statutes Cited

Commodity Futures Act, R.S.O. 1980, c.78, ss.19, 36

IN THE MATTER OF THE COMMODITY FUTURES ACT
R.S.O. 1980, CHAPTER 78

AND

IN THE MATTER OF THE TORONTO FUTURES EXCHANGE

ORDER (Section 36)

UPON the application of The Toronto Futures Exchange (the "Exchange") to the Deputy Director, Commodity Futures (the "Deputy Director") of the Ontario Securities Commission (the "Commission") pursuant to section 36 of the Commodity Futures Act, R.S.O. 1980, c.78 (the "Act"), for acceptance of the form of a proposed commodity futures contract on Long Term Government of Canada Treasury Bonds with minimum maturities of 15 years (the "Contract") to be traded on the Exchange;

AND UPON the Exchange being registered by the Commission pursuant to section 19 of the Act as of the 10th day of January, 1984;

AND UPON the Exchange having filed copies of all current terms and conditions with respect to the said Contract to be traded on the Exchange;

AND UPON the Deputy Director having taken into account the criteria set out in clauses (a) through (c) of subsection (1) of section 36 of the Act;

AND UPON the Deputy Director being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that the form of the proposed Contract to be traded on the Exchange is hereby accepted by the Deputy Director.

July 19th, 1985.

"David D. Walters"

2.2 LUXMAR RESOURCES LIMITED

Headnote

A proposed trade of 100,000 shares, originally distributed pursuant to the prospectus exemption in section 71(1)(m) of the Securities Act for shares issued to purchase mining claims, by the issuer's retiring president and director to his successor was exempted from the prospectus and registration requirements of the Act, provided that the unexpired hold period that began with the original exempt trade continued to apply as though the retiring president still held the shares.

Statute Cited

Securities Act, R. S. O. 1980, c. 466, as am., ss. 73, 24, 52, 71(1)(m), 71(4)(b)(iv).

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF LUXMAR RESOURCES LIMITED

RULING
(Section 73)

UPON the application of Luxmar Resources Limited ("Luxmar") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466 (the "Act") exempting from the requirements of sections 24 and 52 of the Act a proposed trade by George F. Ross ("Ross"), the retiring president and a director of Luxmar, to Lawrence Melnick ("Melnick"), his successor, of 100,000 common shares of Luxmar (the "Shares");

AND UPON reading the application and recommendation of Commission staff;

AND UPON it being represented to the Commission that:

1. Luxmar is a corporation incorporated under the Business Corporations Act (Ontario) with authorized capital consisting of 2,000,000 special shares and 5,000,000 common shares of which there are 500,000 special shares and 627,508 common shares issued and outstanding;
2. Luxmar is a reporting issuer, and does not appear on the list of reporting issuers in default current as of July 8, 1985;
3. On January 22, 1985, Luxmar acquired a mining claim in the Township of Levack, Ontario, from John Rapski ("Rapski") and Ross for \$5,000 cash to Rapski and 100,000 common shares of Luxmar to Ross;
4. This was not an arm's length transaction since both Ross and Rapski were directors of Luxmar at the time.
5. The directors of Luxmar other than Ross and Rapski considered the mining claim to have merit in view of a report dated May 1984 by Bruno Vihonen;

6. The Shares were issued in reliance upon the exemption in section 71(1)(m) of the Act (the "Initial Exempt Trade"), and a Form 27 dated February 13, 1985 disclosing the exempt trade was duly filed with the Commission;
7. The Initial Exempt Trade is subject to the hold period specified in section 71(1)(4)(b)(iv);
8. Melnick has consented to replace Ross as president and a director of Luxmar, and in connection with a reorganization of Luxmar wishes to acquire the Shares;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the proposed trade by Ross to Melnick of the Shares is exempt from the requirements of sections 24 and 52 of the Act, provided that the hold period commencing with the Initial Exempt Trade shall continue to apply to the Shares as though Ross were still the holder of the Shares.

July 19, 1985.

"R. J. Kane"

"J. W. Blain"

2.3 BATTERYMARCH: CANADA

Headnote

Appeal to the Commission pursuant to ss.8(3) from the refusal of the Deputy Director, Registration, to grant registration to applicant as investment counsel and portfolio manager on the ground that such registration might contravene ss.133(1)(a). Appeal granted and Deputy Director, Registration ordered not to deny registration to applicant on the ground that registration would contravene ss.133(1)(a).

Statutes Cited

Securities Act, R.S.O. 1980, s.466, as am., ss.8.(3), ss.24.(1)(c)

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg.910, as am., 87.(1), 87.(2), 133.(1)(a)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF BATTERYMARCH: CANADA

ORDER
(Subsection 8(3))

WHEREAS by letter dated November 26, 1984 Batterymarch:Canada, a partnership established under the laws of Ontario (the "Applicant"), applied to the Ontario Securities Commission (the "Commission") for registration as an adviser in the categories of investment counsel and portfolio manager pursuant to section 28 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act");

AND WHEREAS by letter dated May 9, 1985 the Deputy Director, Registration refused to grant such registration to the Applicant on the ground that such registration may contravene the provisions of subsection 133(1)(a) of the Regulation to the Act;

AND WHEREAS by letter dated May 9, 1985 the Applicant requested a hearing and review of the Deputy Director's decision by the Commission pursuant to subsection 8(2) of the Act;

AND WHEREAS the Commission held a hearing at its offices on Monday the 27th day of May, 1985 to review the decision of the Deputy Director respecting the Applicant's application for registration as an adviser;

AND UPON the Commission being satisfied that:

1. The Applicant is a resident for purposes of subsection 133(1)(a) of the Regulation made under the Act;

2. Ms. Tania Zouikin and Mr. Evan Schulman will cease to be employed by Batterymarch Financial Management if and when the Applicant becomes registered with the Commission as an adviser;
3. Batterymarch Financial Management is not establishing a business in Canada; and
4. Neither Mr. Dean LeBaron, the sole proprietor of Batterymarch Financial Management, nor Batterymarch Financial Management will direct or control the operations of the Applicant or participate in the management of the Applicant's business;

NOW THEREFORE IT IS ORDERED pursuant to subsection 8(3) of the Act that the Applicant's application to the Commission for registration as an adviser in the categories of investment counsel and portfolio manager not be denied by the Deputy Director, Registration on the ground that the registration of the applicant would contravene the provisions of subsection 133(1)(a) of the Regulation to the Act.

July 11th, 1985.

"S. M. Beck"

"David C. H. Stanley"

2.4 GALACTIC RESOURCES LTD.

Headnote

Section 73 - Hold period sought to be abridged. First trades in common shares of non-Ontario issuer, to U.S. residents concurrent with public offering in Ontario under prospectus, sought to be exempted from further prospectus requirement and hold period in s.71.

Application granted in part. First trades in Ontario of shares issued to arm's-length creditors where imputed consideration exceeded offering price under prospectus are not subject to s.52 of the Act. Shares issued for an imputed consideration less than the offering price in Ontario will not be subject to s.52 after a twelve-month hold period.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., sections 73, 71(5), 52

Policies Cited

Interpretation Note of the Commission regarding Distributions of Securities Outside Ontario

Cases Cited

re Bank of British Columbia (1984), 7 OSCB 4895

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF GALACTIC RESOURCES LTD.

RULING
(Section 73)

UPON the application of Galactic Resources Ltd. ("Galactic") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act R. S. O. 1980, c. 466, as amended, (the "Act") for a ruling that the first trade in certain common shares without par value ("common shares") of Galactic which are proposed to be issued by Galactic to certain residents of the United States of America shall not be subject to the provisions of section 52 of the Act;

AND UPON reading the recommendation of staff of the Commission;

AND UPON Galactic having represented to the Commission that:

1. Galactic was incorporated pursuant to the laws of the Province of British Columbia;
2. Galactic is a reporting issuer in the Province of Ontario and is not shown on the list of defaulting reporting issuers maintained by the Commission pursuant to subsection 71(9) of the Act;

3. Galactic has filed a final prospectus dated June 21, 1985 (the "Prospectus") with the Commission and has obtained a receipt therefor from the Commission dated 25 June, 1985;
4. Galactic has entered into various agreements with certain residents of the United States of America (the "U.S. Residents") providing for the issue by Galactic to the U. S. Residents of an aggregate of 432,700 common shares of Galactic, which transactions do not involve trades in the Province of Ontario;
5. The U. S. Residents have represented to Galactic that the common shares of Galactic to be received are being acquired for investment purposes and not for resale;
6. Galactic will deliver a copy of the Prospectus to each of the U. S. Residents, and will grant to each U. S. Resident those rights which are afforded investors who purchase securities under the Prospectus;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the first trade in the Province of Ontario in common shares to be issued by Galactic to three of the U. S. Residents namely, Elizabeth Hurt, William H. Bird and John Buquoi shall not be subject to the provisions of section 52 of the Act and that the first trade in the Province of Ontario in the common shares of Galactic to be issued to the balance of the U. S. Residents, namely the partners of Reynolds Mining Company and John Tippit shall not be subject to the provisions of section 52 of the Act after twelve months following the date the common shares were acquired by those persons provided that:

- (a) Galactic delivers a copy of the Prospectus to each of the U. S. Residents and grants each U. S. Resident those rights which are afforded investors who purchase securities under the Prospectus; and
- (b) such first trade does not constitute a distribution as defined in subparagraph 1(1) 11(iii) of the Act.

July 15, 1985.

"Charles Salter"

"J. W. Blain"

2.5 PAN CANA-81

Headnote

Applicant deemed to have ceased to be reporting issuers under Securities Act.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., s.82

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF PAN CANA-81

ORDER
(Section 82)

UPON the application of PAN CANA-81, a limited partnership formed under the laws of Alberta, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that PAN CANA-81 now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that PAN CANA-81 be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act.

July 19th, 1985.

"R. J. Kane"

"J. W. Blain"

2.6 BONANZA RESOURCES LTD. AND PENN WEST PETROLEUM LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF BONANZA RESOURCES LTD. AND
PENN WEST PETROLEUM LTD.

RULING AND ORDER
(Section 73 and 99)

UPON the application of Bonanza Resources Ltd. ("Bonanza") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") exempting certain distributions and trades from sections 24 and 52 of the Act;

AND UPON the application of Bonanza to the Commission for an order pursuant to section 99 of the Act exempting certain purchases of shares from the requirements of Part XIX of the Act;

AND UPON reading the application and the submissions of The Toronto Stock Exchange (the "Exchange");

AND UPON Bonanza and the Exchange having represented to the Commission that:

1. Penn West Petroleum Ltd. ("Penn West") is a public corporation incorporated under the Business Corporations Act (Alberta) whose common shares are listed on the Exchange;
2. Penn West is a reporting issuer not in default of any requirement under the Act;
3. Penn West has outstanding 3,724,937 warrants (the "Warrants") to purchase common shares of Penn West, which Warrants are posted for trading on the Exchange, and the terms of which provide that two (2) Warrants plus \$1.85 entitle the holder thereof to purchase one (1) common share of Penn West until December 31, 1985, at which time the Warrants expire;
4. Bonanza is a public corporation incorporated under the Business Corporations Act (Alberta) whose common shares are listed on the Exchange;
5. Bonanza is a reporting issuer not in default of any requirement under the Act;
6. Bonanza is the owner of approximately 9,077,366 common shares, or approximately 48.7% of the outstanding common shares, of Penn West, and of approximately 3,645,192 Warrants, or approximately 98% of the outstanding Warrants, of Penn West, thereby leaving a public float of 79,745 Warrants;
7. As a result of purchases of Warrants through the facilities of the Exchange by Bonanza and others from April 26 to May 1, 1985, a trading problem has arisen in the Warrants on the Exchange;

8. The Exchange has recommended a solution (the "Recommended Solution") to the trading problem in the Warrants, which involves:
 - (a) the cancellation of all transactions in Warrants on the Exchange from April 26 through May 1, 1985;
 - (b) certain purchasers and sellers of Warrants on the Exchange during that period having the right to new transactions through the facilities of the Exchange at the same price as the price of the cancelled transactions, with Bonanza being on the opposite side of such transactions; and
 - (c) certain accounts, which assumed a hedge position by selling Warrants short on the Exchange during that period and during the same period purchasing common shares of Penn West on the Exchange to the extent of no more than one-half (1/2) of the number of Warrants sold short, having the right to sell such common shares to Bonanza through the facilities of the Exchange at the same price as the price paid by the account;
9. the Exchange has estimated that the Recommended Solution will result in Bonanza ending up cancelling purchases of 79,800 Warrants at an average price of \$1.135 excluding commission, executing net purchases of 39,390 Warrants at an average price of \$1.237 excluding commission, and executing purchases of 11,750 common shares of Penn West at an average price of \$2.38;
10. Bonanza is willing to participate in the Recommended Solution, subject to certain conditions including obtaining regulatory orders and approvals;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the sale by Bonanza of Warrants as contemplated by the Recommended Solution is exempt from sections 24 and 52 of the Act;

AND IT IS ORDERED pursuant to subsection 99(e) of the Act that Bonanza be and it is hereby exempted from the requirements of Part XIX of the Act with respect to the purchase by Bonanza of common shares of Penn West as contemplated by the Recommended Solution.

July 9th, 1985.

"Charles Salter"

"R. J. Kane"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 THE RENAISSANCE CANADA BOND AND BULLION GROWTH FUND

4.1.2 RUSSELL HOLDINGS LIMITED

THE RENAISSANCE CANADA BOND AND BULLION GROWTH FUND
RUSSELL HOLDINGS LIMITED

Temporary cease trading order issued July 16, 1985, with respect to each company for failure to make statutory filings. Statutory hearings July 30, 1985, at 10:00 a.m.

4.1.3 PELANGIO-LARDER MINES LIMITED

4.1.4 PINETREE EXPLORATIONS LIMITED

PELANGIO-LARDER MINES LIMITED
PINETREE EXPLORATIONS LIMITED

Temporary cease trading order issued July 24, 1985, with respect to each company for failure to make statutory filings. Statutory hearings August 7, 1985, at 10:00 a.m.

4.1.5 CRAIGMONT MINES LIMITED

4.1.6 ST. LUCIE EXPLORATION LTD.

C;CRAIGMONT MINES LIMITED

ST. LUCIE EXPLORATION LTD.

Temporary cease trading order issued July 22, 1985, with respect to each company for failure to make statutory filings. Statutory hearings August 6, 1985, at 10:00 a.m.

4.2 RESCINDING ORDERS

4.2.1 THE RENAISSANCE CANADA BOND AND BULLION GROWTH FUND

THE RENAISSANCE CANADA BOND AND BULLION GROWTH FUND

The cease trading order dated July 16, 1985, was rescinded July 18, 1985, the company being now up-to-date with its filings.

4.2.2 FLAGSTAFF RESOURCES EXPLORATION INC.

FLAGSTAFF RESOURCES EXPLORATION INC.

The cease trading order dated July 13, 1982, and continued July 27, 1982, was rescinded July 18, 1985, the company being now up to date with its filings.

4.2.3 EXXETER RESOURCES CORP.

EXXETER RESOURCES CORP.

The cease trading order dated June 4, 1985, and continued June 18, 1985, was rescinded July 16, 1985, the company being now up to date with its filings.

4.2.4 SASKATOON SQUARE LIMITED PARTNERSHIP

SASKATOON SQUARE LIMITED PARTNERSHIP

The cease trading order dated July 10, 1985, was rescinded July 17, 1985, the company being now up-to-date with its filings.

4.2.5 GRANDAD RESOURCES LIMITED

GRANDAD RESOURCES LIMITED

The cease trading order dated June 24, 1985, and continued July 8, 1985, was rescinded July 22, 1985, the company being now up to date with its filings.

4.3 EXTENDING CEASE TRADING ORDERS

4.3.1 CARDIFF URANIUM MINES LIMITED

CARDIFF URANIUM MINES LIMITED

The cease trading order dated July 8, 1985, was continued July 22, 1985, pending the company complying with Part XVII of the Securities Act.

4.3.2 QUEST 84 ENERGY PROGRAM

4.3.3 SPINNAKER RECREATIONAL DEVELOPMENT CORPORATION

QUEST 84 ENERGY PROGRAM
SPINNAKER RECREATIONAL DEVELOPMENT CORPORATION

The cease trading order dated JULY 10, 1985, with respect to each company was continued JULY 24, 1985, pending each company complying with Part XVII of the Securities Act.

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|------------|----------------------------|-----|------------------------------|
| No Symbol- | purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABERFORD RESOURCES LTD	Kirwan-Taylor, Peter Amended	ABERFORD RES LTD	DS	May/85 Jun/85		\$3000	34704	45000 \$3000
ABERFORD RES LTD CONV DEBS								
AHL GROUP LIMITED, THE	Miller, Earl Irwin Amended Estate of Irwin Goldhart	AHL GROUP LTD CLASS X	DK					
				Jun/85 Jun/85 Jun/85 Jun/85	Z 1 M 1 Z 1 Z 1		40000 1250850 20000 625425	--- --- ---
AHL GROUP LTD. CLASS Y								
ALCAN ALUMINUM LIMITED	Gentles, Roy Allan Wife	ALCAN ALUM LTD	S	Jun/85 Jun/85	T 1 T 1	6 7		511 544
	Poitras, Jean-Marie		D	Jun/85	T	11		911
AMCA INTERNATIONAL LIMITED	AMCA International Limited	A M C A INTL LTD SRS 1 PFD		Jun/85 Jun/85		5400	5400	---
AMERADA HESS CORPORATION	Mcreynolds, Robert C.	AMERADA HESS CORP	S	Jun/85	X	4414		9414
AMERICAN OAKWOOD ENERGY LTD	McMullan, Edward G.	AMERICAN OAKWOOD ENERGY LTD	D	Jun/85		30000		30000
AMOCO CORPORATION	Mason, Edward A. Amended Wife	AMOCO CORPORATION	S	Jun/85 Jun/85	X 1	4316 1		7113 68
ARBOR CAPITAL RESOURCES INC.	Wilson, Philip Lyndon	ARBOR CAPITAL RES INC B NON VT	DS	Jun/85			70	3400
ABC INTERNATIONAL CORPORATION	Armart Investments Limited	ABC INTL CORP	B	Jul/85			4100	443257
	Tenney, Arnold S.		S	Jul/85 Jul/85			1500 5600	291900
ARGEN HOLDINGS INC.	Canadian National Railway Company, Trustee	ARGEN HOLDINGS INC	B	Jul/85	IR			1500000
ASAMERA INC.	Kennedy, Bruce A.	SECURITIES	S	Jul/85	IR			---
ATLANTIC RICHFIELD COMPANY	Mut, Stuart C. Amended	ATLANTIC RICHFIELD CO	S	May/85 May/85	X	11140	6539	18725
AUGDOME CORPORATION LIMITED	Bishop, Douglas L. RRSP	AUGDOME CORP LTD	DS	Jun/85 Jun/85			40000	60000 21000
	Bishop, Percy Wiley		DS	Jun/85		5000		195657
BANK OF ALBERTA	Allard, Charles A. Allard Foundation Cathton Holdings Ltd.	BANK OF ALBERTA	D	Jul/85 Jul/85	1 1	2000		500 88500
	Li, Ronald F.S. A. Suriawinata Sun Poh Shing Finance Co. Ltd.		D	Jun/85 Jun/85	1 1	1400		259100 10000
				Jun/85	1			20000
BELL CANADA	Bell Canada Enterprises Inc. Qualifying Shares	BELL CANADA	B	Jun/85 Jun/85	E 1	461369		197792709 160
	Bell Canada Enterprises Inc.	BELL CANADA PFD - \$1.80	B	Jun/85			26250	2878800
		BELL CANADA PFD - \$1.96		Jun/85	E		19641	316803
		BELL CANADA PFD - \$2.05		Jun/85	E		437545	1256189
		BELL CANADA PFD - \$2.25		Jun/85			12750	1113500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BELL CANADA ENTERPRISES INC.	Bernard, Jean A.	BELL CDA ENTERPRISES INC	SI	Jul 85			50	50
	Daniel, Charles William RSP		D	Jun/85 Jun 85	M M 1		1100	---
				Jun 85		1100		1100
	Elliott, John Stock Dividend Program Wife		SI	Apr/85 Apr/85 Apr/85	T 1 T 1 T 1	7 2		276 206 81
	Erskine, Stuart B.		SI	May/85	IR			467
BITECH ENERGY RESOURCES LIMITED	Houle, Guy		S	Jul 85			600	3459
	Jadoul, Pierre		SI	Jul 85	IR			1464
	Chapman, Harold Marvin	BITECH ENERGY RES LTD	D	Jul 85 Jul/85 Jul 85	X 1	10000	10000	6000 23000
	RSP							
	Consolidated Bartier Reef Resources Ltd. Subsidiaries	BLACKDOME EXPL LTD	B	May/85 May 85	1	2400000		2913100 455100
BLACKDOME EXPLORATION LTD.	Exaton Resources Ltd.			Jun 85			300	9700
	Anahnd Corporation	BONANZA RES LTD		Jun/85		201600		2535676
	Cox, Rodney T. Amended	BOREALIS EXPL LTD	DS	Jun/85 Jun/85		3000		83798
	Best, Edward W. RSP	B P CANADA INC	DS	May/85 May/85	1 1	240	322	---
	Sellers, David H. A.		DS	Jul/85	IR			400
BRAWALEA LIMITED	Perrin Peter B. 1979 Employee Share Purchase Plan	BRAWALEA LTD	S	Jun/85			1400	74277
				Jun/85	1			30565
	Tvityan, Edward S. 1979 Employee Share Purchase Plan		S	Jul 85		1000		1000
				Jul 85	1		1000	9180
	1981 Employee Share Purchase Plan RSP			Jul/85 Jul 85	1 1			5420 3214
BREAKWATER RESOURCES LTD.	Peter, Dieter Merfin Management Limited	BREAKWATER RES LTD	DB	Jun 85			5300	52700
				Jun/85	1		20000	515010
	Pewsey, Brian G.	SECURITIES	S	Jul/85	IR			-
	Rollke, Karl Heinz	BREAKWATER RES LTD	D	Jun/85			10000	101000
	Grightmire, Hugh F.	BROULAN RES INC	D	Jun 85 Jul 85		10000 1000		12000
BROULAN RESOURCES INC			DI	Jun 85 Jul/85		100 72		2000
	Lawson, Lorraine M.					400		1000
	MacMurray James Alexander	BRUNSWICK MNG & SMLT LTD	D	Jun/85				1000
	Goodman, Ned	C. M. P. 1984 MINERAL PARTNERSHIP AND COMPANY, LIMITED	DI	Jun/85				1000
				Jun/85				-

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
C.M.P. 1984 MINERAL PARTNERSHIP AND COMPANY, LIMITED (Continued)	Goodman, Ned RRSP	C.M.P. 1984 MINERAL UNITS	DI					
CABRE EXPLORATION LTD	Kay, James Douglas RRSP	CABRE EXPL LTD	S	Jun/85	1	1000		1000
				Jul/85			3000	218562
				Jul/85	1			6700
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Adlaf, Rudy	CADILLAC FAIRVIEW PREF SRS A	S	Jun/85			225	---
	Olympia & York Developments Limited	CADILLAC FAIRVIEW LTD	B					
	Olympia & York Holdings Corporation							
CAE INDUSTRIES LTD.	Brookes, Gordon	C A E INDS LTD	SI	Jul/85	1	1255000		15227534
				Feb/85			800	
				Jun/85	X	1200		
				Jun/85			1600	---
	Derouin, D.M.		S	Jun/85	X	2400		2586
	Gelinas, Andre A. Indirect Holding		DI	Jun/85			400	600
				Jun/85	1			125
	Jenkinson, J.F.		S	Jun/85	X	2100		6844
				Jun/85	T	16		
	Monk, Doris M.		DI	Jun/85			1000	1729
	Steinback, Ronald H.		SI	Jun/85			3500	1500
CALGROUP GRAPHICS CORPORATION LTD.	Ball, Richard J.	CALGROUP GRAPHICS CORP LTD		Jun/85		50000		50000
	Reid Entertainment Corporation			Jun/85			22950	10000000
CAMPBELL RED LAKE MINES LIMITED	McFarland, Alan R.	CAMPBELL RED LAKE MINES LTD	D	Jun/85			700	5000
CAMPEAU CORPORATION	Gillaspie, Clark W. Amended	CAMPEAU CORP SUB VTG	S	May/85			3600	
				Jun/85	M	9929		
				Jun/85			9258	---
				Jun/85	M 1		9929	16986
CANADA NORTHWEST ENERGY LIMITED	Share Purchase Plan							
	TransAlta Resources Corporation	CANADA NORTHWEST ENERGY LTD	B	Jul/85		373800		4569000
CANADA PACKERS INC.	McCain Foods Limited Srekcap Corp. Ltd.	CANADA PACKERS INC	B	Jun/85			1411800	---
				Jun/85	1	1411800		1411800
	McCain, George Wallace Ferguson		DISI					
	McCain Caribbean Ltd.			Apr/85				10
				Apr/85	T 1	47		6248
	McCain, Harold Harrison McCain Caribbean Ltd.		B	Apr/85				10
				Apr/85	T 1	47		6248
CANADIAN IMPERIAL BANK OF COMMERCE	Barrett, Donald David	CDN IMP BK COMM	S	Jul/85			200	361
	Howlett, Jeffrey K.	SECURITIES	S	Jul/85	IR			---
	Lewry, John Leroy	CDN IMP BK COMM	S	May/85			200	1500
	Long, Kerry E.		S	Jul/85		1000		1000
CANADIAN INVESTMENT FUND, LTD.	Sinclair, Ian David Growth Plan	CANADIAN INV LTD SPECIAL	D	Jun/85	1			1979

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN INVESTMENT FUND, LTD. (Continued)	Sinclair, Ian David Ret. Income Fund	CANADIAN INV LTD SPECIAL	D	Jun/85	1		796	34565
CANADIAN PACIFIC LIMITED	Desmarais, Paul Consolidated Bathurst Inc.	CANADIAN PAC LTD ORD	D	Jun/85				6000
	Great-West Life Assurance Company, The			Jun/85	1		1261400	1
	Montreal Trust Co.			Jun/85	1			1779900
	Power Corp of Canada			Jun/85	1			60000
	Prince Edward Island Trust Company			Jun/85	1		10104600	---
	Fielding, Clifford A. Direct & Indirect			Jun/85	1			7500
			D	Apr/85	V 1	1326876		
				Jun/85	1	79000		2069314
		CANADIAN PAC LTD CDNS PFD 4.0%		Apr/85	V 1	5799900		8699950
		CANADIAN PAC LTD STER PFD 4.0%		Apr/85	V 1	1262966		1894449
				Jun/85	1			1894449
	Rombough, Bartlett B.	CANADIAN PAC LTD	DISI	Jun/85	IR			100
CANADIAN ROXY PETROLEUM LTD.	Canadian Roxy Petroleum Ltd	ROXY PETE LTD		Jun/85		2500		
				Jul/85		2000		14200
	Carley, Glenn Robert		S	Jun/85		1200		3690
	Dawson, Graham Russell		D	Jun/85	E	687	1376	---
	Padley, Gordon Barry DSP RRSP		S	Jun/85	E	33		33
				Jun/85	E 1	1025		1025
				Jun/85	E 1	6000		6000
CANTERRA ENERGY LTD	Ainsworth, Donald C.	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	S	Jun/85	IR			150
				Jun/85	IR			\$6000
	Brownell, Roger E. Indirect Holding	CANTERRA ENERGY LTD	SI	Jul/85	IR			75
				Jul/85	IR1			125
	Brownell, Roger E. Indirect Holding	CANTERRA ENERGY 8.5% CV DEBS	SI	Jul/85	IR			\$3000
				Jul/85	IR1			\$5000
	Canada Development Corporation	CANTERRA ENERGY LTD	B	Jun/85	IR			
	Kidd Creek Mines Ltd. Royal Trust Company, as Trustee			Jun/85	IR1			1812500
				Jun/85	IR1			16335338
	Canada Development Corporation	CANTERRA ENERGY 8.5% CV DEBS	B	Jun/85	IR			\$72500000
	Currie, John H.	CANTERRA ENERGY LTD	S	Jun/85	IR			625
		CANTERRA ENERGY 8.5% CV DEBS		Jun/85	IR			\$25000
	Fitzgerald, Kenneth J.	CANTERRA ENERGY LTD	S	Jun/85	IR			125
		CANTERRA ENERGY 8.5% CV DEBS		Jun/85	IR			\$5000
	Glessing, Clarence E. RRSP	CANTERRA ENERGY LTD	S	Jun/85	IR1			150
		CANTERRA ENERGY 8.5% CV DEBS		Jun/85	IR1			\$6000
	Hague, John Brian Indirect Holding	CANTERRA ENERGY LTD	DS	Jun/85	IR			250
				Jun/85	IR1			650
	Hague, John Brian Indirect Holding	CANTERRA ENERGY 8.5% CV DEBS	DS	Jun/85	IR			\$10000
				Jun/85	IR1			\$25000
	MacRae, Kenneth J.	CANTERRA ENERGY LTD	S	Jun/85	IR			1000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANTERRA ENERGY LTD (Continued)	MacRae, Kenneth J.	CANTERRA ENERGY 8.5% CV DEBS	S	Jun/85	IR			\$40000
	Marchand, Claude Raymond	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	SI	Jun/85 Jun/85	IR IR			100 \$4000
	McGoey, Gerald T.	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	SI	Jun/85 Jun/85	IR IR			875 \$35000
	Milne, Lindsay	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	S	Jun/85 Jun/85	IR IR			125 \$5000
	Neal, Michael John	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	SI	Jun/85 Jun/85	IR IR			200 \$8000
	O'Brien, John O.	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	D	Jun/85 Jun/85	IR IR			250 \$10000
	Owen, Daniel P.	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	SI	Jun/85 Jun/85	IR IR			6875 \$275000
	Pearson, Stanley Gordon Breckenridge	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	D	Jun/85 Jun/85	IR IR			50 \$2000
	Stewart, D. Michael RSP	CANTERRA ENERGY LTD CANTERRA ENERGY 8.5% CV DEBS	S	Jul/85 Jul/85	IR1 IR1			125 \$5000
CARA OPERATIONS LIMITED	Phelan, Paul D. Cara Holdings Ltd.	CARA OPERATIONS LTD CL A	D	May/85	I	17500		27600
CARMA LTD.	Springer, Klaus Carla Springer Trust Springer Dev. Executive Pension Fund	CARMA LTD CLASS A	D	May/85 Jun/85	I		191252	---
				Jun/85	I			155752
CAROLIN MINES LTD.	Richardson, Paul W.	CAROLIN MINES LTD	D	Jun/85 Jun/85		2000	2000	5000
CARUSCAN CORPORATION	Pole Star Transport Inc	CARUSCAN CORP CL A CARUSCAN CORP CL B	B	Jul/85 Jul/85	IR IR			2451673 2451673
	Scotia Investments Limited Minas Basin Investments Limited Minas Investments Limited	CARUSCAN CORP CL A	B	Jul/85			2216873	---
				Jul/85	I		58800	---
				Jul/85	I		100000	---
CASCADES INC.	Scotia Investments Limited Minas Basin Investments Limited Minas Investments Limited	CARUSCAN CORP CL B	B	Jul 85			2216873	---
	Aubert, Jacques	CASCADES INC	S	Jun/85			1000	15227
CB PAK INC.	Crawford, Robert A. Mother	CB PAK INC	S	Jun/85 Jun/85 May/85		2000	1000 100	3500 ---
	Crawford, Robert A. Mother	CB PAK INC WARRANTS	S	Jun/85 Jun/85	I	300	300	10300 ---
	Dubois, Pierre G.	CB PAK INC	SI	Jul/85		2000		4000
CCL INDUSTRIES INC.	Dobson, Edward Wilson Chasmoth Services Limited	C C L INDS INC CL A	DS	Jun/85	V I	1000		2000

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REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CCL INDUSTRIES INC. (Continued)	Dobson, Edward Wilson Chasmoth Services Limited	C C L INDS INC CL B	DS	Jun/85	V 1	134000		268000
	Fox, Andrew E.	C C L INDS INC CL A C C L INDS INC CL B	DS	Jun/85 Jun/85	V V	166 230		332 460
	Henry, Charles R.	CCL INDS INC OPTIONS C C L INDS INC CL B	S	Jun/85 Jun/85				27000 1880
	Lang, Gordon Saunde 361588 Ontario Limited 361588 Ontario Limited and 554807 Ontario Ltd. Control and Direction	C C L INDS INC CL A	DSB	Jun/85	V 1	1940000		3880000
	McLeod, Wayne	CCL INDS INC OPTIONS C C L INDS INC CL A C C L INDS INC CL B	DS	Jun/85 Jun/85 Jun/85 Jun/85	V V V V	50000 1000 129270	20000	100000 2000 238540
	Ullman, Gary 500811 Ontario Limited	C C L INDS INC CL A	D	Jun/85 Jun/85	V V 1	13 1000		26 2000
	Ullman, Gary 500811 Ontario Limited	C C L INDS INC CL B	D	Jun/85 Jun/85	V V 1	270 85500		540 171000
CELANESE CANADA INC.	Monton, Luis G. Savings Plan	CELANESE CDA INC	S	Jun/85	1	459		3158
CENTENNIAL MINERALS LTD.	Watson, Ian T.	CENTENNIAL MINRLS LTD	D	Jun/85		4000		640800
CENTRAL TRUST COMPANY	Cohen, H. Reuben Brentwood Realty Ltd. Standard Investments Ltd.	CENTRAL TRUST COMPANY CL A	B	Jul/85 Jul/85 Jul/85	T T 1 T 1	21307 448 4621		1373042 283494
CESSLAND CORPORATION LIMITED	Bishop, Percy Wiley Amended Libmag Hodings	CESSLAND CORP LTD	D	Jul/85 Jul/85	T 1 1	5278 448		357264
				May/85 May/85				711681 177000
CHAUVCO RESOURCES LTD.	Chambers, Brenda D.	CHAUVCO RES LTD CL A	S	Jun/85	IR			3000
CHRYSLER CORPORATION	Sperlich, Harold K. ESOP Trust	CHRYSLER CORP	S	Jun/85 Jun/85			15855	17800 15
CINEPLEX ODEON CORPORATION	Daniels, John H. Second Daniels Childrens Trusts	CINEPLEX CORP	D	Jun/85 Jun/85	I R 1		16000	418529 ---
		CINEPLEX CORP WT		Jun/85			4400	1028159
	Drabinsky, Garth Howard	CINEPLEX CORP	DS	Jun/85			4400	806993 26222
	Gottlieb, Myron I. 438030 Ontario Limited King Commodity Services Limited		DS	Jun/85 Jun/85				211739
CMP 1985 MINERAL PARTNERSHIP AND COMPANY, LIMITED	McGrath, Gerard G.	CMP 1985 MINERAL UNITS	SI	Jun/85		500		2000
COASTAL INTERNATIONAL LTD.	Towell, Anthony P.	COASTAL INTL LTD	D	Jun/85	IR			100
COHO RESOURCES LIMITED	Agar, Charles Franklin C.F. Agar Enterprises Ltd.	COHO RES LTD CL A	D	Jun/85			10000	37128
				Jun/85	1			8141

REPORTING ISSUER	INSIDER	SECURITY			REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
		COHO RES LTD 10% CV SEC	DEB							
COHO RESOURCES LIMITED (Continued)	Agar, Charles Franklin	COHO RES LTD 10% CV SEC	DEB	D		Jul/85		\$25000		\$25000
	Campbell, Kenneth F. Campco International Capital Ltd.	COHO RES LTD CL A		DS		Jul/85	E	65674		122556
	Children RRSP					Jul/85	E 1	10		243740
	Shauntan Holdings Ltd.					Jul/85	T 1	34494		106
						Jul/85	T 1	50		105332
						Jul/85	T 1	332		158227
						Jul/85	E 1	158227		346548
						Jul/85	T 1	649		
	Edmonton International Industries Ltd.			B		Jun/85	E	85074		
						Jul/85	T	37128		169616
	297139 Alberta Ltd.					Jun/85	1			463860
	Odyssey Resources Ltd.					Jun/85	E 1	244069		381531
	Speedway Properties Ltd					Jun/85	E 1	399		129742
	Edmonton International Industries Ltd.	COHO RES LTD CL B		B		Jun/85	E		85074	---
	Odyssey Resources Ltd.					Jun/85	E 1		244069	---
	Speedway Properties Ltd					Jun/85	E 1		399	---
	Edmonton International Industries Ltd.	COHO RES LTD WARRANTS		B		Jun/85	R 1		18290	---
	Odyssey Resources Ltd.					Jun/85	R 1		315470	---
	Estate of L. T. Lambert	COHO RES LTD CL A				Jun/85	E	6568		23834
	Eltel Holdings Ltd.					Jul/85	T	1710		115185
						Jun/85	E 1	39405		
	Estate of L. T. Lambert	COHO RES LTD CL B				Jun/85	E		6568	---
	Eltel Holdings Ltd.					Jun/85	E 1		39405	---
	Estate of L. T. Lambert	COHO RES LTD WARRANTS				Jun/85	R		26950	---
	Eltel Holdings Ltd.					Jun/85	R 1		149190	---
	Estate of L. T. Lambert	COHO RES LTD 10% CV SEC	DEB			Jul/85		\$250000		\$250000
	Fillmore, William A.	COHO RES LTD CL A		D		Jun/85		10000		15000
	Fillmore-Marshall Partnership	COHO RES LTD SER E 1ST PFD				Jun/85	M	5000		5000
		COHO RES LTD 10% CV SEC	DEB			Jun/85	M 1		5000	---
						Jun/85	1	\$50000		\$50000
	Lambert, Bernard L.	COHO RES LTD CL A		DI		Jun/85	E	6568		
	Indirect Holding RRSP					Jun/85			3294	38326
						Jul/85	T	6839		1000
						Jun/85	1			3294
	Lambert, Bernard L.	COHO RES LTD CL B		DI		Jun/85	E		6568	---
		COHO RES LTD WARRANTS				Jun/85	R		12500	---
		COHO RES LTD 10% CV SEC	DEB			Jul/85		\$25000		\$25000
	Lambert, Glenna M.	COHO RES LTD CL A		DISI		Jun/85	E	2876		2918
	Indirect Holding RRSP					Jun/85	1		4000	4000
						Jun/85	1		5450	5450
	Lambert, Glenna M.	COHO RES LTD CL B		DISI		Jun/85	E		2876	---
		COHO RES LTD 10% CV SEC	DEB			Jul/85		\$35000		\$35000
	RRSP					Jul/85	1	\$9000		\$9000
	Lambert, Kenneth H. Lambert Management Ltd	COHO RES LTD CL A		DSDI		Jun/85	E	13135		74890
						Jun/85	E 1	31316		
	RRSP					Jul/85	T 1	2001		64408
						Apr/85	T 1	3904		9004
	Lambert, Kenneth H.	COHO RES LTD CL B		DSDI		Jun/85	E		13135	---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COHO RESOURCES LIMITED (Continued)	Lambert, Kenneth H. Lambert Management Ltd.	COHO RES LTD CL B	DSDI	Jun/85	E 1		31316	---
	Lambert, Kenneth H. Lambert Management Ltd	COHO RES LTD WARRANTS	DSDI	Jun 85	R		103900	---
	RRSP	COHO RES LTD SRS A 2ND PFD		Jun 85	R 1		28910	---
				Jun 85	E 1	5877	5877	3023
COIN LAKE GOLD MINES LIMITED	Lambert, Kenneth H. RRSP	COHO RES LTD 10% CV SEC DEB	DSDI	Jul/85		\$256000		\$256000
	Skimming, Thomas	COIN LAKE GOLD MINES LTD	DB	Jul/85	1	\$15000		\$15000
	Malone, Charles A	SECURITIES	S	Jun/85	IR			490631
	Reininger, Urban Wife	COLECO INDS INC	S	May/85	IR			---
COLECO INDUSTRIES, INC	Wruock, Barbara C.		S	Jun/85	1	350		850
	Commercial Oil and Gas Ltd.			Jun/85	1	125		125
	Finlay, John Robert John R. Finlay Limited	COMMERCIAL OIL & GAS LTD	D	Jun/85	IR			20
	McGregor, Verena RRSP		S	Jun/85		17800	17800	---
COMTECH GROUP INTERNATIONAL LIMITED	Houston, James E	COMTECH GROUP INTL LTD		Jun/85	R			---
	Children			Jun/85				65000
	Dalhousie Oil Company Limited	CONCOPPER PHOSPHATE CLASS A	B	Jun/85	1	14500		49500
	Consolidated-Bathurst Inc In Trust	CONS BATHURST INC COM SER A		Jun/85				---
CONCOPPER PHOSPHATE INC.	Fogler, Lloyd S D Trusts	CONSUMERS DISTRG LTD CL B	DSB	Jul/85				4000
	Fogler, Lloyd S.D. Trusts	CONSUMERS DISTRG LTD CL A	DSB	Jul/85	1		787182	---
	Provigo Inc.	CONSUMERS DISTRG CO LTD	B	Jul/85				---
	Robertson, Reginald J RRSP	CONSUMERS DISTRG LTD CL B	S	Jul/85	1		878049	---
CONSOLIDATED-BATHURST INC.	Stupp, Jack	CONSUMERS DISTRG CO LTD	DS	Jul/85				10
	waugh, Glen Thompson	CONSUMERS DISTRG LTD CL A	S	Jul/85				787394
	Burgess, Robert B.	CONTRANS CORP CLASS B	DSDISI	Jun/85	IR			3790997
	Burstein, Lawrence S.		D	Jun/85	IR			---
CONSUMERS' GAS COMPANY LTD., THE	Edbland Management Limited	CONSUMERS GAS CO LTD	B	Jun/85	IR			158
	Fairway Heights		B	Jun/85	IR			56250
				Jun/85				30000
				Jun/85				300000

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONTRANS CORP. (Continued)	Macdonald, John William Children Resort Management of Canada Inc.	CONTRANS CORP CLASS A	DSDISI	Jun/85	IR			1000
				Jun/85	IR1			200
				Jun/85	IR1			500
				Jun/85	IR1			15000
CONTROL DATA CORPORATION	Needler, Laurence J. Brown, G. R. Wife Lacey, John W. Perlman, L.	CONTRANS CORP CLASS B CONTRANS CORP CLASS A CONTROL DATA CORP DEL	DS S S S	Jun/85	IR			100
				Jun/85			2500	7100
				Jun/85	1			200
				Jun/85			3000	32400
				Jun/85	C	2000	2500	8900
				Jun/85				
CONWEST EXPLORATION COMPANY LIMITED	Connell, Martin Philip Calmeadow Charitable Foundation, The	CONWEST EXPL CO 1ST PPT SER B	DSB	Jun/85	1		500	
				Jul/85	1		8000	8700
CORE MARK INTERNATIONAL INC	Bloom, Stephen J.	CORE MARK INTL INC NVTG CORE-MARK INTL INC WTS	S	Jun/85		1000		1000
				Jun/85				5000
COSEKA RESOURCES LIMITED	Adams, Robert E. Executive Share Purchase Plan	COSEKA RES LTD	DI	Jun/85		10800		18800
				Jun/85	1			100000
	Bramalea Limited Indirect Holding			Jul/85	M		10531134	---
				Jul/85	M 1	10531134		10531134
	Bramalea Limited Indirect Holding	COSEKA RES PFD SR A CV 7%		Jul/85	M		520500	---
				Jul/85	M 1	520500		520500
	Bramalea Limited	COSEKA RES LTD 9% CONV DEB		Jul/85				\$21980000
	Roy, James L. RRSP	COSEKA RES LTD	S	Jun/85			1000	---
				Jun/85	1	1000		
				Jun/85	1	1846		3846
CRAIBEE-FLETCHER GOLD MINES LIMITED	Hough, John Harrison	CRAIBEE FLETCHER GOLD MINES	D	Apr/85	M		1	---
	White, Harvey Vance			Apr/85	M		1	---
CROWNX INC.	Bandeem, Robert A.	CROWNX INC WARRANTS CROWNX INC CL A	S	May/85		1630		3000
				May/85				3821
	Wainwright, Hugh D.	CROWNX INC CROWNX INC CL A	SI	Jul/85		613		1598
				Jul/85				1855
CSA MINERALS CORP.	CSA Management Limited	CSA MINERALS CORP	B	May/85	IR			32520989
CURRIE ROSE RESOURCES INC.	Exdeco Ltd. Amended	CURRIE ROSE RESOURCES INC		Jun/85			44000	750067
D'OR VAL MINES LTD.	Hughes, Richard W.	D'OR VAL MINES LTD	D	Jun/85		10000		57048
DAON CENTRE LIMITED PARTNERSHIP	Levine, William Howard Amended	DAON CENTRE LTD UNITS	SI	Jul/85		1000		7800
	Coughlan, Gary P. Amended	DART & KRAFT INC	S	May/85	V	614		921
	wife as Custodian			May/85	V 1	200		300
	Kidder, C. Robert		S	May/85	V	142		213
	Weinberg, John L.		D	Jun/85		900		

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EDDA RESOURCES INC	Erikson, Christine Gyro Capital Inc.	EDDA RES INC	B	Jun/85	1		225000	---
				Jun/85	R 1		25000	---
	Parres, James R.B.	EDDA RES INC	DSB	Jun/85		323000		
				Jun/85	C	50000		
ENEXCO INTERNATIONAL LIMITED	Armstrong, Arnold G. Indirect Holdings	EDDA RES INC WTS	D	Jun/85	R		157000	416000
				Jun/85			40000	---
				Mar/85		2000		
				May/85		500		29260
ENSERCH CORPORATION	Biegler, David W.	ENEXCO INTL LTD	1	May/85				61064
				Jul/85	IR			2882
EPITEK INTERNATIONAL INC.	Miller, Lucille T RRSP	ENSERCH CORP	SI	Jul/85				
				Jul/85	IR		560170	---
	Miller, Morley M 221144 Alberta Ltd. RRSP	EPITEK INTL INC	DS	Jul/85	1		6000	---
				Jul/85			1826196	8
EQUITY SILVER MINES LIMITED	Nichol, John Lang Springfield Investment Co. Ltd.	EPITEK INTL INC	DSB	Jul/85	1		950831	---
				Jul/85	1		33650	---
		EQUITY SILVER MINES LTD	DI					
				Jun/85	1		10000	10000
ERRINGTON GOLD EXPLORATION LTD	McLeman, John F.	ERRINGTON GOLD EXPL LTD	S	Jun/85	IR			1000000
				Jun/85				---
ETHYL CORPORATION	Sullivan, Patrick J. Andrew, Lloyd B. Savings Plan	SECURITIES	DS	Jun/85	IR			---
				May/85		38		27780
	Blanchard, Lawrence E. Savings Plan	ETHYL CORP	S	May/85	1			
				Jun/85	1	142		35526
Gottwald Jr. Floyd D. Savings Plan	Gottwald, Bruce C. Savings Plan	DS	DS	Jun/85	1	80		45542
				May/85				
				Dec/84	1	38		37328
				May/85	1	20		
Hailey, Charles Raymond Savings Plan Stock Plan	Gottwald Jr. Floyd D. Savings Plan	DS	DS	Jun/85	1	15		21979
				Jun/85				
				Jun/85	1	154		145567
				Jun/85				
Harvey Malcolm E. PAYOP Savings Plan Wife	Gottwald, Bruce C. Savings Plan	DS	DS	Jun/85	1	141		125308
				Jun/85				
				Jun/85	X	11025		65353
				Jun/85	1	69		10110
Rowe, Ariel P. Savings Plan	Hailey, Charles Raymond Savings Plan Stock Plan	DS	DS	Dec/84	1	37		37
				Jun/85				
				Jun/85				8876
				Dec/84	1	37		37
Wilkins Jr. Ray PAYOP Savings Plan	Harvey Malcolm E. PAYOP Savings Plan Wife	DS	DS	Jun/85	1	98		1260
				Jun/85				442
				Jun/85	1			
				Jun/85				
FINANCIAL TRUSTCO CAPITAL LTD.	Rowe, Ariel P. Savings Plan	DS	DS	Jun/85	1	14		4595
				Jun/85				
				Jun/85				9792
				Jun/85	1	13		19910
FUTURTEK COMMUNICATIONS INC.	Wilkins Jr. Ray PAYOP Savings Plan	DS	DS	Jun/85				
				Jun/85				18000
				Dec/84	1	37		37
				Jun/85	1	28		11393
FUTURTEK COMMUNICATIONS INC.	Brown, James R.	FINANCIAL TRUSTCO 1ST PREF B	S	Mar/85		100		100
				Jun/85				386620
		FUTURTEK COMMS INC.	DSB	Jun/85				

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FUTURTEK COMMUNICATIONS INC. (Continued)	Brown, James R. Diamonds International Ltd.	FUTURTEK COMMS INC.	DSB	Jun/85	1			
				Jun/85	1	350697	50000	2420381
G T C TRANSCONTINENTAL GROUP LTD.	Dubois, Claude Gestion Phila Inc.	GTC TRANSCONTINENTAL LTD	DSB	Jun/85	M	1250		1250
				Jun/85	1		17000	
				Jun/85	M 1		1250	2031777
				May/85	M	525		525
	Kingsley, Andre Amended Gemarjean Inc.	DSB		May/85	1		25000	
				May/85	M 1		525	1305000
				May/85	M	1300		1300
				May/85	1		25000	
GANDALF TECHNOLOGIES INC. GENERAL MOTORS CORPORATION	Marcoux, Remi Amended Capinabel Inc.	DSB		May/85	M		1300	
				May/85	1		25000	
				May/85	M 1		1300	3545000
				Jul/85	IR			500
	Gow, Gordon W. Armstrong, Anne L. Campbell, David D. Evans, James H. Johnston, James D. LeFauve, Richard G. Children Mair, Alex C. O'Connell, Robert T. Vaughan, Clifford J. Whitman, Marina Holman, J. Leonard Bullock, Richard Swaisland, Kenneth F.	GANDALF TECH INC GENERAL MOTORS CORP CLASS E S D S D S S S S S S S S	S D S D S S S S S S S S S S	Jun/85	T	14		28
				Jun/85	T	165		330
				Jun/85	T	215		430
				Jun/85	T	64		128
				Jun/85	T	203		406
				Jun/85	T 1	39		78
				Jun/85	T	463		926
				Jun/85	S		731	679
				Jun/85	T	33		66
				Jun/85	T	28		56
				Jun/85	T	145		290
				Mar/85			5000	338
GENSTAR CORPORATION GLOBAL SHELTER LTD.	Holman, J. Leonard Bullock, Richard	GENSTAR CORP GLOBAL SHELTER LTD OPTION	S D	Jun/85		230000		230000
				Jun/85	DI	550000		550000
GOLDEN HOPE MINES LIMITED GOLIATH GOLD MINES LTD.	Wamo Holdings Inc. Hughes, Richard W. Indirect Holding Nautilus Vent.	GOLDEN HOPE MINES LIMITED GOLIATH GOLD MINES LTD	B DSB	Apr/85	IR			1500000
				Jun/85	1		400	99100
				Jun/85	1			39600
				Jun/85	1			163300
GREYHOUND COMPUTER OF CANADA LTD.	Swanky, Oscar	GREYHOUND COMPUTER CDA LTD	D	May/85			7600	10000
GREYHOUND LINES OF CANADA LTD.	Malcomb, James A.	SECURITIES	S	Jul/85	IR			---
H. O. FINANCIAL LIMITED HAYES-DANA INC.	Kitchner, Howard E. Coulter, Graham A.	SECURITIES HAYES DANA INC	D D	Jun/85 Apr/85 Jun/85	IR V			---
						3015 75		6110
HEDMAN RESOURCES LIMITED I. T. L. INDUSTRIES LIMITED	Lavigne, Conrad J. Neill, Eric W. * Jointly with Spouse	HEDMAN RES LTD I T L INDS LTD	D DS	Jun/85 Jun/85			13000	57107
						1050 1050		4550 1050

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ICOR OIL & GAS COMPANY LTD.	Edgar, Page ARI-B Investments	ICOR OIL & GAS CO LTD	D	Jun/85 Jun/85	I	1000		50000 55500
IMASCO LIMITED	Bartkowiak, Louise	IMASCO LTD	DI	Jun/85	IR			100
IMPERIAL METALS CORPORATION	Sutherland, Harry P	IMPERIAL METALS CORP	DS	Jun/85			3000	18500
INCO LIMITED	Burrell, Edward R.	INCO LTD	S	Jul/85				181
INDAL LIMITED	Lloyd, Kerin H. S. Amended	INDAL LTD	DI	Mar/85 May/85			500 500	500 ---
	Selley, P G Peter G Selley Family Trust, The		DS	Jun/85			2000	684
INEXCO OIL COMPANY	Karau, William A. A.	INEXCO OIL CO	S	Jun/85	I	500		6000
	Vardaman, John G.		DISI	Apr/85		100		4700
INNOPAC INC.	Marquis, Douglas P. Amended	INNOPAC INC	DI	Feb/85 Feb/85 Mar/85 Mar/85 Apr/85 Apr/85			10000 2000 7900 4200 1970 10800	18235
INTERFIRST OIL CORPORATION	Nestor, John	INTERFIRST OIL CORP	DS	May/85	IR			I
INTERNATIONAL BUSINESS MACHINES CORPORATION	Akers, John F.	INTERNATIONAL BUS. CAPITAL	DS	Jun/85	C	2713		22473
	Armstrong, Michael C		S	Jun/85	C	1705		11215
	Beitzel, George B.		S	Jun/85 Jun/85	C	2131	4000	45012
	Bertram, John E.		S	Jun/85	C	1163		22597
	Biggar, Charles P.		S	Jun/85	C	1163		15976
	Bitonti, James A.		S	Jun/85	C	1163		11180
	Branscomb, Charles E. wife		S	Jun/85 Jun/85	C	969		30928 1532
	Branscomb, Lewis M.		S	Jun/85	C	1163		15128
	Burdick, Walton E. wife		S	Jun/85 Jun/85 Jun/85	C	1163	1000	11945 819
	Casella, Ronald F.		S	Jun/85	C	969		9949
	Cassani, Kaspar V.		S	Jun/85	C	1860		22611
	Conrades, George H.		S	Jun/85 Jun 85	C	1356	1000	13128
	Conti, Carl J		S	Jun/85	C	1163		4524
	Cook, Vincent N.		S	Jun/85	C	1163		7432
	Davis, Edward M.		S	Jun/85	C	1163		6893
	Dunlop, Robert B.		S	Jun 85	C	1163		13768
	Eggleston, William W.		S	Jun/85	C	1163		14551

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INTERNATIONAL BUSINESS MACHINES CORPORATION (Continued)	Estridge, Philip D.	INTERNATIONAL BUS. CAPITAL	S	Jun/85	C	775		2122
	Evangelista, Donato A.		S	Jun/85	C	1163		4267
	Figueroa, Howard G.		S	Jun/85	C	775		7590
	Foley, Martin P. Son		S	Jun/85 Jun/85	C 1	1163		21566 22
	Forese, James J.		S	Jun/85	C	1163		10967
	Gerstner, Richard T.		S	Jun/85	C	1163		3231
	Goldberg, Victor J.		S	Jun/85	C	1163		10688
	Gomory, Ralph Edward		S	Jun/85	C	1163		10631
	Grabe, William O. Daughters		S	Jun/85 Jun/85	C 1	1163		2957 34
	Grady, John H. Child		S	Jun/85 Jun/85	C 1	775		9818 220
	Gray, Lewis W.		S	Jun/85	C	969		4387
	Katzenbach, de Belleville Nicholas		S	Jun/85 Jun/85	C X	1938 1132		37750
	Kavetas, Harry L.		S	Jun/85	C	388		5547
	Kofmehl, Paul J.		S	Jun/85 Jun/85	C X	969 898		5172
	Krowe, Allen J.		D	Jun/85	C	1938		22196
	Kuehler, Jack D.		S	Jun/85	C	1860		15389
	Lautenbach, Terry R.		S	Jun/85	C	1163		10105
	Liptak, Thomas M.		S	Jun/85	C	1163		13372
	Low, Paul R.		S	Jun/85	C	775		1235
	Lucente, Edward E. Children		S	Jun/85 Jun/85	C 1	1163		9324 180
	MacDonald, Victor R.		S	Jun/85	C	1163		5915
	Mann, Marvin L.		S	Jun/85	C	775		1914
	Manning, James F.		S	Jun/85	C	1163		5216
	McKinney, David E. Wife		S	Jun/85 Jun/85	C 1	1163		12491 872
	McKittrick, Charles E.Jr. Wife		S	Jun/85 Jun/85	C 1	1163		17055 132
	Metz, Frank A.		S	Jun/85	C	1356		10014
	Opel, John Roberts Son		DS	Jun/85 Jun/85	C 1	3488		47196 500
	Ostman, Malin K.		S	Jun/85	C	10000		16775
	Trustee			Jun/85 Jun/85	C 1	775 4000		775 4030

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INTERNATIONAL BUSINESS MACHINES CORPORATION (Continued)	Papes, Theodore C. Jr.	INTERNATIONAL BUS. CAPITAL	S	Jun/85	C	1163		31335
	wife			Jun/85				1720
	pfeiffer, Ralph A. Jr.			May/85	M	80		
				Jun/85				
				Jun/85	C	1860	7400	35163
	wife			May/85			80	---
				Jun/85	C	2325		35961
	Phypers, Dean P.			Jun/85				
	Powers, Jonathan G.			Jun/85	G	5	5	2109
	Son			Jun/85				10
	Rizzo, Paul J.		S	Jun/85	C	2713		46137
	wife			Jun/85			320	1260
				Jun/85	Z	1		
				Jun/85				
	Rogers, Clarence B.			Jun/85	C	1860		40483
	Children			Jun/85				426
				Jun/85	C	775		15228
	Rotenstreich, John			Jun/85				2000
	wallace			Jun/85	1			
	Trust			Jun/85				
	Schwartz, Stephen B.		S	Jun/85	C	775		3829
				Jun/85				
	Toole, Patrick A.			Jun/85	C	775		3082
	Daughter			Jun/85			10	
				Jun/85	C	1163		9998
	Watson, Mitchell H. Jr.			Jun/85				
				Jun/85	C	1163		6731
	Wheeler, Earl F.			Jun/85				
	Williams, John F.			Jun/85	C	581		8732
	wife			Jun/85				492
INTERNORTH INC.		INTERNORTH INC		Jun/85	X	2500		8645
	Raasch, Robert P.			Jun/85				200
	Joint with Wife			Jun/85	1			1002
	Stock Ownership Plan			Jun/85				
	Trusted Investment			Jun/85	1			7687
	Plan			Jun/85				
				Jun/85	S			
				Jun/85				
				Jun/85	1			
				Jun/85				
INTERPROVINCIAL PIPE LINE LIMITED	Sheasby, Edward Gordon	INTERPROVINCIAL PIPE LINE LTD	S	Jul/85				613
				Jul/85			1336	---
	Pachbrgo Holdings Ltd.			Jun/85	1	410		5886588
				Jun/85				
	Desmarais, Paul			Jun/85	DISI			2
	Power Financial Corp			Jun/85				414306
				Jun/85	IR1			522033
	Goldhart, Sidney Howard			Jun/85				
	Executors			Jun/85	IR			18000
				Jun/85				22680
IVACO INC.	Lubaszka, Henry W.		DISI	Jun/85	IR			100
				Jun/85				
				Jun/85	IR			
				Jun/85				
	Mooney, John N.			Jun/85	IR			
				Jun/85				
	Ramney, Kenneth W.			Jun/85	IR			18000
				Jun/85				22680
				Jun/85	IR			
				Jun/85				
JUPITER RESOURCE EXPLORATIONS LIMITED	Fisher, Paul T.	JUPITER RES EXPL LTD	D	Jun/85	IR			300000
				Jun/85				350000
	Indirect Holding			Jun/85	IR			
				Jun/85				
				Jun/85	IR			
				Jun/85				
				Jun/85	IR			
				Jun/85				
				Jun/85	IR			
				Jun/85				
KEG RESTAURANTS LTD.	Bond, James William	KEG RESTAURANTS LTD	S	Jul. 85			8930	203
	Bradley			Jul. 85				
				Jul. 85	S			
				Jul. 85				
				Jul. 85	S			
				Jul. 85				
				Jul. 85	S			
				Jul. 85				
				Jul. 85	S			
				Jul. 85				

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KEG RESTAURANTS LTD. (Continued)	Bond, James William Bradley RSP	KEG RESTAURANTS LTD	S	Jul 85	1			1000
KERR-MCGEE CORPORATION	Dudley, Carter G. Stock Ownership Plan	KERR MCGEE CORP	S	Jun/85 Jun/85	1		158	1320 ---
LA SOCIETE MINIERE LOUVEM INC.	Gilbert, Josaphat E.	LA SOCIETE MINIERE LOUVEM LA SOCIETE MINIERE DEPOSIT RCP	D	May/85 May/85		1000 20		4901 20
	Laperriere, Guy	LA SOCIETE MINIERE LOUVEM LA SOCIETE MINIERE 1ST PREF	S	Jul/85 Jul/85		500 300		2250 800
LA VERENDRYE MANAGEMENT CORPORATION	Plante, Gilles Stock Option Plan	LA VERENDRY MGMT CORP CL A	S	Jun/85 Jun/85	1	25		5770 1500
LAFARGE CORPORATION	Tardif, Line Lafarge Coppee Cie Coppee de Dev. Ind. Lafarge Holdings	SECURITIES LAFARGE CORP	S B	Feb. 85 May/85 Jun/85 May/85 Jun/85	IR T 1 E 1 T 1 E 1	45 2199 126242 40329		11783 19152793
LAVA CAP RESOURCES LTD.	Norton, John W.	LAVA CAP RES LTD	D	Jul/85	IR			3000
LFP HOLDINGS INC.	Durkin, Terrence F. T & D Holdings Inc.	LFP HOLDINGS INC	DSB	Jun/85	IR1			753152
	Durward, Allan R. M. Joint Ownership		D	Jun/85	IR1			85590
	McPhail, Ian D. C.		D	Jun/85	IR			124144
	Myers, Beaumont F. Beau Myers Insurance Agency Limited		D	Jun/85	IR1			144144
	Rundell, Eileen R.		D	Jun/85	IR			111267
	Singer, Harry L. Jointly Owned with wife		D	Jun/85	IR1			119826
LONVEST CORPORATION	Creighton, Dale E.	LONVEST CORP LONVEST CORP WARRANTS	S	Jul/85 Jul/85	IR IR			1000 500
	Lambert, Allen Thomas	LONVEST CORP	DS	Jul/85	IR			15008
	Lodge, Lorne K. wife	LONVEST CORP WARRANTS	D	Jul/85 Jul/85	IR1 IR1			8000 8000
LUMONICS INC.	Orser, Earl H. Hall, Richard Evans	LONVEST CORP LUMONICS INC	DS S	Jul/85 Apr/85 Apr/85 Jun/85 Jul/85 Apr/85	IR X X X X X	2000	1500 1600 900	5500 3000 72
	R. J. Hall							
MACMILLAN BLOEDEL LIMITED	Cork, Edwin Kendall Amended Employee Share Purchase Plan Sentinel Associates Limited	MACMILLAN BLOEDEL LTD	DS	Mar/85 Mar/85	M	12 607		619
				Mar/85 Mar/85	M 1 M 1	77 7		482
				Mar/85	1		607	---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MAGNETICS INTERNATIONAL LTD.	Curtis, Gerald M.	MAGNETICS INTL LTD	D	Jun/85			11040	---
	Miller, John D. Wife		D	May/85 May/85	IR IR1			11000 25000
MANNVILLE OIL & GAS LTD.	Shaw, Leslie Earl Amended L.E. Shaw Investments Limited Shawest Industries Ltd	MANNVILLE OIL & GAS LTD	DI	Jun/85				104411
				Jun/85 Jun/85 Jun/85	1 1 1			22200 456576
MDS HEALTH GROUP LIMITED	MDS Deferred Profit Sharing Plan	M D S HEALTH GRP CL A	B	Jun/85 Jun/85 Jun/85 Jul/85		2617 593	884 7	987266 126337
MEGUMA GOLD CORP. LIMITED	Fleet, Thomas M.	MEGUMA GOLD CORP LTD	D	Feb/85	IR			1
MERIDIAN TECHNOLOGIES INC.	Singer, Samuel Amended Share Purchase Plans	MERIDIAN TECH INC	S	May/85 Jul/85 May/85	X 1	8333	3000 5000	41333 38333 65000
	Singer, Samuel Amended	MERIDIAN TECHNOLOGIES OPTIONS	S	May/85	X		8333	16667
MESA PETROLEUM CO.	Johnson, Jesse P.	MESA PETE CO	S	Jun/85		485		18440
MESTON LAKE RESOURCES INC.	Campbell Resources Inc.	MESTON LAKE RES INC OPTION		Jun/85		500000		500000
MIDLAND DOHERTY FINANCIAL CORPORATION	Kostoff, Richard J.	MIDLAND DOHERTY FINL CORP	DS	Jul/85		2000		9032
MINERAL RESOURCES INTERNATIONAL LIMITED	Agar, Charles Franklin Indirect Holdings	MINERAL RES INTL LTD	DS	Jun/85 Jun/85	1		7000	30001 4250
MITEL CORPORATION	Matthews, Terence H. 92455 Canada Ltd Wife	MITEL CORP	DSB	Jun/85 Jun/85 Jun/85	1 1 1		30000	6790000 210000 16200
MOBIL CORPORATION	Consolver, Kay Ellen Savings Plan	MOBIL CORP	S	May/85 Jun/85	1 1	16 23		345 368
MOFFAT COMMUNICATIONS LIMITED	Diehl, Alden E. Stock Purchase Plan	MOFFAT COMMUNICATIONS LTD	S	Jul/85 Jul/85	1		1000	---
				Jul/85				8000
NATIONAL BANK OF CANADA	Belanger, Michel F.	NATIONAL BANK OF CANADA NTL BANK OF CDN RIGHTS	DS	May/85 Jun/85		599 299		23117 600
	Lyssan, Edward Wife	NATIONAL BANK OF CANADA	S	May/85 May/85	1		125	7000 928
NATIONAL BUSINESS SYSTEMS INC.	Lyssan, Edward	NATIONAL BANK OF CDN WARRANTS	S	Jun/85		1300		1300
	Goldberg, Martin	NTL BUSINESS SYSTEMS INC	D	Jun/85			50000	75000
	Trennum, Paul E.		S	Jun/85			10000	---
NATIONAL TRUST COMPANY	National Victoria and Grey Trustco Limited, The	NTL VICTORIA & GREY TRUST	B	Jun/85	E	290		15783962
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE	E-L Financial Corporation Limited Casualty Company of Canada Dominion of Canada- General Acc	NTL VICTORIA & GREY TRUSTCO	B	Jun/85 Jun/85 Jun/85 Jun/85	T T T T	1707 2957 16726		249953 432820 2448101

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NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE (Continued)	E-L Financial Corporation Limited Dominion of Canada- Life Acc Empire Life Insurance Company Empire Life Insurance Company-Segregated Fund	NTL VICTORIA & GREY TRUSTCO	B					
				Jun/85	T 1	7166		104830
				Jun/85	T 1	23516		344137
				Jun/85	T 1	576		84372
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	Sobey, William MacDonald	NEWFOUNDLAND CAP LTD CL A	D	Oct/84		1500		5000
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Cameron, Alastair Duncan 119 657 Canada Inc.	NEWFOUNDLAND POWER LTD	DS	Jun/85	V	57		114
				Mar/85	T 1	33		
				Jun/85	T 1	31		
				Jun/85	V 1	2138		4277
	Collingwood, Henry		D	Mar/85	T	19		
				Jun/85	T	18		
				Jun/85	V	1504		3008
	McLeod, Donald Chas.		D	Mar/85	T	37		
				Jun/85	T	35		
				Jun/85	V	2377		4754
	Pratt, Ewart Arthur	NFLD POWER LTD CLASS A	D	Jun/85	V	2475		4950
	Ryan, Aidan F. Family		DS	Jun/85	V	1900		3800
				Jun/85	T 1	20		
				Jun/85	V 1	998		1996
NORANDA INC.	Hall, John Alexander	NORANDA INC	S	Jul/85		4653		20426
NORCEN ENERGY RESOURCES LIMITED	Finlay, John Robert	NORCEN ENERGY RES LTD VTG	D	Jun/85				20400
	John R. Finlay Limited			Jun/85	1	4600		4600
NORTHERN TELECOM LIMITED	Bell Canada Enterprises Inc.	NORTHERN TELECOM LTD	B	Jun/85	T	161079		60308301
NORTHLAND BANK	Beber, Montague C. Caramonte Management Limited Karnco Limited	NORTHLAND BANK	D	Jun/85	1	18000		2000
				Jun/85	1	3000		2000
NORTHSTAR RESOURCES LTD.	Hagg, John A. SKH Partnership	NORTHSTAR RES LTD SRS A DEBS	DS	Jun/85	1	225500		\$25500
	Kanovsky, Michael Manuel RRSP		DS	Jun/85	1	\$19900		\$19900
	SKH Partnership			Jun/85	1	\$5600		\$5600
				Jun/85	1	\$686110		\$686110
NOVA, AN ALBERTA CORPORATION	Snyder, Robert B.	NOVA, ALBERTA CORP CL A	S	Jun/85		622		7957
NOVA-CO EXPLORATION LIMITED	Easson, John L.	NOVA CO EXPL LTD	D	Feb/85		1083		5416
	Easson & Co. Limited			Feb/85	1	11250		56250
NU-WEST GROUP LIMITED	Allarco Group Ltd. Carma Developers Ltd.	NU WEST GROUP LTD SPL CL A		Jun/85		22549		22549
				Apr/85		1236901		1344968
				Jun/85		98067		
O'TOOLE'S FOOD CORPORATION	McGrath, Denis P. Bache Securities Osler, Wills, Bickie Ltd	O'TOOLE'S FOOD CORP	DS	Jun/85	1		10000	780000
				Jun/85	1			58000
				Jun/85	1			29000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
O'TOOLE'S FOOD CORPORATION (Continued)	McGrath, Denis P. Richardson Greenshields	O'TOOLE'S FOOD CORP	DS	Jun/85	1			12100
OAKWOOD PETROLEUMS LTD.	Ekstrom, Brian S.	OAKWOOD PETES LTD	DS	Jun/85		16800		937312
OCCIDENTAL PETROLEUM CORPORATION	Piper, Erwin	OCCIDENTAL PETE CORP	D	Jul/85		1000		7000
PACIFIC CASSIAR LIMITED	Greig, John Angus	PACIFIC CASSIAR LTD CL A	DS	Jun/85			1000	196077
PACIFIC TRANS-OCEAN RESOURCES LTD.	Stewart, Clifford David Maritime Investments Ltd	PACIFIC TRANS-OCEAN RES LTD	D	Jun/85 Jun/85	X 1	130000		130000 297000
PAGURIAN CORPORATION LIMITED, THE	Sullivan, John Francis S & S Management Ltd.		D	Jun/85 Jun/85	X 1	130000		298300 92000
PAN AMERICAN MINERALS CORPORATION	Bonnycastle, Richard A.N.	PAGURIAN CORP LTD CL A NON VTG	D	Jun/85			6800	20000
	Parks, Samuel C.	PAN AMERN MINERALS CORP	DS	Jun/85		7500		127460
	Quan, Ying C.			Jun/85		1000		1500
PANCANADIAN PETROLEUM LTD.	Galt, Thomas Maunsell	PANCANADIAN PETE LTD	D	Jun/85		1000		1000
PARAMOUNT RESOURCES LTD.	Ridell, Clayton Howard D'Eidona Resources Ltd. Paramount Oil & Gas Ltd RRSP	PARAMOUNT RES LTD	B	Jun/85 Jun/85 Jun/85 Jun/85	 1 1 1	40000		21195 40000 2174000 18500
PENNZOIL COMPANY	Sinclair, Robert McKinnon		DS	Jun/85			415	12838
PHILLIPS PETROLEUM COMPANY	Hover, William A.	PENNZOIL CO	D	Jun/85	G		100	34188
	Kenna, Douglas E. Dividend Reinvestment Plan TR And ETC	PHILLIPS PETE CO	D	Jun/85 Jun/85 Jun/85	 1 1	 1 1		714 13 599
	Scott, Jr. John N.	PHIL PETE CO FLOATING RATE	S	Jun/85		\$20445		---
POLYCOM SYSTEMS LIMITED	Webster, Donald C. Beneficiary Trust Fund	POLYCOM SYSTEMS LTD	D	Jun/85 Jun/85 Jun/85	 1 1	 1000		7000 5000 16500
POWER CORPORATION OF CANADA	Desmarais, Andre	POWER CORP OF CDN OPTIONS	S	May/85	IR			30000
	Desmarais, Paul Monceau Investments Inc Prime Investors Ltd.	POWER CORP OF CDN SUBORDINATE	B	Jun/85 Jun/85 Jun/85	V V 1 V 1	200 3721164 3114072		400 7442328 6228144
	Desmarais, Paul Gelco Enterprises Ltd. Transportation Management Corporation	POWER CORP OF CDN OPTIONS POWER CORP PARTIC. PFD	B	Jun/85 Jun/85	V 1 V 1	100000 1712544		200000 3425088
	Frazee, Rowland Cardwell	POWER CORP OF CDN SUBORDINATE	D	Jun/85	V 1	1075100		2150200
	Hannon, Mathew Stuard Mathan Securities Inc.	POWER CORP CDA	DI	Jun/85	V	500		1000
PREMIUM EQUITY CORPORATION	Krushnisky, Robert G	PREMIUM EQUITY CORP	B	Jul/85	IR1			800
PRINCIPAL NEO-TECH INC.	McIntyre, Andrew A.	PRINCIPAL NEO TECH INC OPTION	DS	May/85 Jun/85	IR 2	22		284000 24
	Patrick, Lynn A.	PRINCIPAL NEO-TECH INC	D	Jul/85	IR			75

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PROVIGO INC.	Lessard, Pierre H.	PROVIGO INC	DS	Jul/85			30000	92176
PUISSANCE CORPORATION	Elder, Michael J	PUISSANCE CORP.	DS	Jun/85			9000	157150
QUAKER OATS COMPANY, THE	Doyle, James F.	SECURITIES	S	Jul/85	IR			---
QUEBEC-TELEPHONE	Bouchard, Ghislain	QUEBEC TEL	S	Jul/85	T	34		2016
	Duchense, Robert		S	Jun/85 Jul/85			200	304 312
	Laroche, Gilles		S	Jul/85	T	27		1607
	Sirois, Raymond		DS	Jul/85	T	188		11157
	Soucy, Simon		S	Jul/85	T	75		4463
R. L. CRAIN INC.	Fleury, Frank James RRSP	R L CRAIN INC	D	Jun/85	1		800	90
RAILHEAD RESOURCES INC.	463754 Ontario Inc. Amended	RAILHEAD RES INC	B	Mar/85 Apr/85		4400 2500		92344 94844
	MacLean, David R. Amended			Jan/85	1	4650		75594
	463754 Ontario Inc			Apr/85 Jun/85			1 1	1 1
	MacLean, Joan G. Amended			Mar/85 Apr/85	1 1	4400 2500		92344 94844
	463754 Ontario Inc.			Jun/85 Jul/85	1 1	9200		859000 259200
RAYROCK RESOURCES LIMITED	Discovery Mines Limited 133578 Canada Limited	RAYROCK RES LTD SUB VOTING	B	Jun/85 Jul/85			500	9550
REA GOLD CORPORATION	Ashton, John Michael	REA GOLD CORP	D	Jun/85				
REED STENHOUSE COMPANIES LIMITED	French, David Charles	REED STENHOUSE LTD CL A	D	Jul/85	T	645		15086
REICHHOLD LIMITED	Reichhold Limited	REICHHOLD LTD 1ST PFD A 7.25%		Jun/85 Jun/85	R	400	400	---
REVENUE PROPERTIES COMPANY LIMITED	Tanz, Mark United Income Properties Limited	REVENUE PTYS CO LTD A	DB	Jul/85	IR			165000
				Jul/85 Jul/85	IR1 1			868612 1307212
	Tanz, Mark	REVENUE PTYS CO LTD B	DB	Jul/85	IR			330000
	Tress, Zvi	REVENUE PTYS CO LTD A REVENUE PTYS CO LTD B	D	Jun/85 Jun/85	IR IR			100 6000
ROGERS CABLESYSTEMS INC.	Rogers, Edward S. RCI Holdings Limited Rogers Telecommunica- tions Limited	ROGERS CABLE SYSTEMS INC CL B	B	Jul/85 Jul/85	M 1		470034	78275 ---
				Jul/85 Jul/85	1 M 1	1607000 4070034		2521106
ROMAN CORPORATION LIMITED	Willoughby, Bertram Elmore Trans Canada Holdings Limited	ROMAN LTD		Jun/85	M 1	34600		90020
ROYAL BANK OF CANADA, THE	Utting, Robert Arthur Strawberry Investment Ltd.	ROYAL BK CDA	DS	Jul/85 Jun/85		5000 2000		651 6859

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL BANK OF CANADA, THE (Continued)	Utting, Robert Arthur Strawberry Investment Ltd.	ROYAL BK CDA	DS	Jul/85	1	5000		---
	Utting Family Trust			Jul/85	1			619
	Wife			Jul/85	1			800
ROYAL GOLD & SILVER CORPORATION	Utting, Robert Arthur Strawberry Investment Ltd.	ROYAL BK CONV DEB DUE DEC 9/91	DS	Jul/85		\$75000		\$75000
	Strawberry Properties Ltd			Jul/85	1			\$420000
	Strawberry Properties Ltd			Jul/85	1			\$30000
	Wife			Jul/85	1		\$25000	\$25000
ROYAL GOLD & SILVER CORPORATION	Solomon, David Samuel	ROYAL GOLD & SILVER CORP	D	Jul/85		15000		55817
	Joint Renaissance Industrial Corporation			Jul/85	1			33300
				Jul/85	1			22500
ROYAL LEPAGE CAPITAL PROPERTIES	Gray, Gordon Cecil	A.E. LEPAGE PROPERTIES UNITS	DIS					
	Nominee			Jun/85		1000		3000
ROYAL TRUSTCO LIMITED	Trenholme, Harry E. Share Purchase Plan	ROYAL TRUSTCO LTD CLASS A	S	Jun/85	1			1500
				Jun/85	1		2000	4000
ROYEX GOLD MINING CORPORATION	Pezim, Murray Zareba Inv. Ltd.	ROYEX GOLD MINING CORP	D	Jun/85		1400		10000
				Jun/85	1			
SCEPTRE RESOURCES LIMITED	Skimming, Thomas	ROYEX GOLD MINING CORP PFD	DS	Jun/85	1	21700		92400
	Inbusch, Stephen N.			Jun/85	1		8750	21700
	McCartney, William S.			Jun/85	1		42200	109445
SEABRIGHT RESOURCES INC.	McCoy, Wayne A. Bywood Holdings Limited Spouse	SEABRIGHT RES INC WARRANTS	S	May/85		\$2000		\$2000
SHAWNEE PETROLEUMS LIMITED	Gautier, Norman Edward	SHAWNEE PETES LTD	D	Jul/85				186200
SHELL OIL COMPANY	Raney, Brigitte L. V. Child	SHELL OIL CO	S	Jun/85		4000		30250
SILCORP LIMITED	Raney, Brigitte L. V.	SILCORP LTD CL A	D	Jun/85	1			8000
SLATER STEELS CORPORATION	Raney, Brigitte L. V.	SILCORP LTD CL B	S	Jul/85	IR1		900	---
	Hamilton, Bruce M.	SLATER STEEL IND LTD CLASS B	DS	Jul/85	IR	2300		8
SOUTHAM INC.	Meadows, George L. RBSP	SOUTHAM INC	S	Jul/85			1300	2
SPAR AEROSPACE LIMITED	Pollock, Robert Donald	SPAR AEROSPACE LTD SUB VTG	DS	Jul/85				3000
SPIRIT LAKE EXPLORATIONS LIMITED	Archibald, Frederick Thomas	SPIRIT LAKE EXPL LTD	S	Mar/85	1		300	100
STANDARD BROADCASTING CORPORATION LIMITED	Shurman, Peter E.	STANDARD BROADCASTING LTD	D	Mar/85			4472	---
STRATAS CORPORATION LTD, THE	Zaludek, Jerry	STRATAS CORP LTD OPTIONS	S	Jun/85	1			6784
SULPETRO LIMITED	Bullock, Richard	SULPETRO LTD.	DI	Jun/85	X	1000		1
TECK CORPORATION	Stangeland, Tor Oscar Guminski, J.A.	TECK CORP CL B	D	Jun/85	X	2000		1000
			S	Jul/85	IR	18000		2000
			S	Jul/85		551		18000
			S	Mar/85				10000
			S	Mar/85				6600

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TECK CORPORATION (Continued)	Guminski, J.A.	TECK CORP CL B	S	Jun/85		3000		9600
	Hallbauer, Robert Edward	TECK CORP CL A	DS	Mar/85			3546	200
		TECK CORP CL B		Jun/85		21000		60600
				Jun/85				81600
	Keevil, Norman Bell		DS	Jun/85	A	50000	21000	
				Jun/85	G			207486
				Jun/85		21000		116500
	Indirect Holding			Jun/85	X	30000		188474
				Jun/85	1			
	Shipley, G. Robert		S	Mar/85	X	313		4700
TEESHIN RESOURCES LTD				Jun/85	X	1500		6200
	Taylor, John G.		S	Mar/85	X	313		
				Mar/85	X			
				Jun/85	X	4500	1000	9500
	Thompson, David A.		D	Mar/85	X	3546		47500
	Coulter, Michael	TEESHIN RESOURCES LTD	D	May/85		10000		22700
				Jun/85		18000		
	RSP			Jun/85			2000	38700
				May/85	1	2500		12167
				Jun/85	1		500	11667
TELE-CAPITAL INC. TENNECO INC.	Kelley, Stafford K.		DS	May/85	X	31500		
				May/85			31500	177448
	Kel-Oak Realty Limited			May/85	1	37500		
				May/85	1		20000	458890
	Vien, Francoise B.	TELE-CAPITAL INC CL A	D	Jul/85	IR			200
	Bernacki, Edward J.	TENNECO INC	S	Jun/85	1	1		2
	ADRS Plan			Jun/85	1	46		150
	Thrift Plan							
	Blakely, Robert T		S	Jun/85				250
	Thrift Plan			Jun/85	1	54		1683
TELE-CAPITAL INC. TENNECO INC.	Bonfield, Gordon B.			Jun/85				7707
	ADRS Plan by Wife			Jun/85	1	1.		40
	Stock Bonus Plan			Jun/85	1			1453
	Thrift Plan			Jun/85	1			1030
	Wife			Jun/85	1			60
	Daniels, H.E.		S	Jun/85				200
	ADRS Plan			Jun/85	1	100		
	Son			Jun/85	1	34	1	---
	Thrift Plan			Jun/85	1			5
	Ewell, Vincent F. Jr.		S	Jun/85	1	30		6199
TELE-CAPITAL INC. TENNECO INC.	Thrift Plan			Jun/85	1	44		107
				Jun/85	1			4722
	Ketelsen, James L.		DS	Jun/85				20567
	Co-trustee of Trust			Jun/85	1			264
	Thrift Plan			Jun/85	1	77		11434
	Menikoff, Peter		S	Jun/85				304
	Thrift Plan			Jun/85	1	33		685
	Meyer, M.W.		S	Jun/85				72
	Thrift Plan			Jun/85	1	44		8213
	Miller, Robert H.		S	Jun/85				843
	Thrift Plan			Jun/85	1	40		5584

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TENNECO INC. (Continued)	Otto, Kenneth L. Thrift Plan	TENNECO INC	S	Jun/85	1	19		984
	Robinson, Richard A. Thrift Plan		S	Jun/85	1	40		434
	Wife			Jun/85	1			4673
				Jun/85	1			300
TERRATECH RESOURCES INC.	Sapp, Walter W. Thrift Plan		S	Jun/85	1	45		250
				Jun/85	1			3050
	Shultz, Charles E. Daughter			Jun/85	1			203
	Son			Jun/85	1			100
	Thrift Plan			Jun/85	1	71		100
				Jun/85	1			4720
	Sisco, Joseph J. ADRS Plan		D	Jun/85	1	49		1350
				Jun/85	1			1576
	Sitter, William H. Thrift Plan		S	Jun/85	1	43		129
				Jun/85	1			3724
TERRATECH RESOURCES INC.	Tunnell, Byron Thrift Plan		S	Jun/85	1	32		1064
				Jun/85	1			3884
	Agassiz Resources Ltd. Comesa Corporation	TERRATECH RES INC		May/85	1	2000		1369127
				May/85	1	128800		309800
TEX-SOL EXPLORATIONS LIMITED	Durham Resources Inc.	TEX SOL EXPL LTD	B	Jul/85	IR			666667
TEXACO CANADA INC.	de Langley, L. Robert Employee Savings Plan RRSP	TEXACO CDA INC	S	May/85	1	426		60
				May/85	1			7344
				May/85	1			2740
	Little, Ernest J.		S	May/85		147		1488
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Pitfield, Ward C.	THIRD CDN GEN INVT TR LTD	D	Mar/85	T	181		
				Jun/85	T	135		
				Jun/85	T	181		21350
TRI POWER PETROLEUM CORPORATION	Bonanza Resources Ltd. Bonanza Oil & Gas Ltd.	TRI POWER PETE CORP	S	Jul/85	1	16100		7328800
				Jul/85				17000000
TRI-STAR RESOURCES LTD	Copetrex Oil & Gas Co. Ltd. Amended	TRI STAR RES LTD		May/85		1989	600	1593443
				Jun/85				
TRILON FINANCIAL CORPORATION	Tri-Star Resources Ltd.			Jun/85		157100		1820000
	Brascan Limited	TRILON FINL CORP CL A	B	Jul/85	T	2679636		8038908
	Cockwell, Jack L.		DDI	Jul/85	T	500		1500
	Gray, Gordon Cecil		SI	Jul/85	T	5000		15000
TRIMAC LIMITED	Lambert, Allen Thomas		DS	Jul/85	T	13455		40365
	Orser, Earl H.		DS	Jul/85	T	12955		38865
	McCaig, John Robert McDevco Holdings Ltd. Two Oak Investments Ltd	TRIMAC LTD	DS	Jun/85	T	91843		4683994
				Jun/85	1	11220		572220
TRIZEC CORPORATION LTD.	Lewington, David B. Mon-Cal & Co.	TRIZEC CORP LTD CLASS B	S	Jul/85	1		2000	400
				Jul/85				8000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRIZEC CORPORATION LTD. (Continued)	Lewington, David B. Mon-Cal & Co.	TRIZEC CORP SR PFD CL B SRS 3	S	Jul/85	1		200	800
	Lewington, David B. Bayne & Company Mon-Cal & Co.	TRIZEC CORP LTD CL A SUB VT	S	Jul/85 Jul/85 Jul/85	1 1 1		2000	400 5000 8000
	Duncan, Stewart L.	TWIN RICHFIELD OILS LTD CL A	DS	Jul/85		200		44850
TWIN RICHFIELD OILS LTD.	Valentine, Roland T RRSP	TWIN RICHFIELD OILS LTD CL B	DS	May/85 Jul/85 Jul/85		7200 1500		109035 9950
	Ulster Petroleums Ltd.	ULSTER PETES LTD		Jul/85 Jul/85	R	36300	36300	---
	Bland, Robert W Guaranty Nominees Ltd	ULTRAMAR PLC ORD PAR 25 PENCE	S	Jun/85	1	9000		9000
ULTRAMAR PLC	Elton, David O.		S	May/85		102		3522
	Hunt, Timothy J.		S	May/85	T	50		1750
	Kitto, John			May/85		358		12358
	Lorbeer, Arnold Guaranty Nominees Limited		D	Jun/85				5512
	Pearl, Howard G.			Jun/85	1		200000	239580
	Pliatzky, Sir Leo		S	May/85	T	248		8578
	Utiger, Ronald Earnest		D	May/85	T	56		1956
	Webb, Richard N.L.			May/85	T	62		2162
	Wilkinson, Derek L.			May/85	T	58		2058
	Woodruff, Laurence D.		DISI	May/85	T	22		822
UNITED HEARNE RESOURCES LTD.	Schaffer, Michael A. Indirect Holdings	ULTRAMAR PLC	DS	Jun/85		148		11842
	Versatile Corporation	UNITED HEARNE RES LTD	D	Jun/85 Jun/85	1	5800		12000 230442
		VERSATILE CORP PFD		Jun/85 Jun/85 Jun/85		4800 5300	5300	251000
VS SERVICES LTD.	Graham, James Edmund	VS SERVICES LTD SER A PFD	DS	Jun/85		10000		72500
	Green, Don Harold	VS SERVICES LTD	S	Jan/83 Aug/84 Feb/83 May/84 Jun/85		270 250 2000 3000 2000		817
		VS SERVICES LTD SER A PFD		Jun/85		2000		7000
WADDY LAKE RESOURCES INC. WAJAX LIMITED	Partridge, Eric F.	WADDY LAKE RES INC	DSB	Jun/85			8600	397896
	Chorlton, Ronald William Dixson Holdings Limited Housden Holdings	WAJAX LTD CL A CONV	DS	Jun/85 Jun/85 Jun/85	M 1 M 1 1	7784 51031		7784 51031 120468
	Chorlton, Ronald William Dixson Holdings Limited	WAJAX LTD CL B CONV	DS	Mar/85 Jun/85 Mar/85 Jun/85	T M T 1 M 1	69 7784 1016	7784 51031	--- --- ---
WALWYN INC	Beatty, Ross J.	WALWYN INC	SI	Jul/85		547		547
	Buckley, Glenn E.W.		S	Jul/85		338		4971

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WALWYN INC (Continued)	Gibb, Gilbert Gerald	WALWYN INC	DISI	Jun/85 Jul/85		1294	160900	10000 11294
	Himmelman, Michael J.		SI	Jul/85		113		229
	Knudsen, Brian W.		SI	Jul/85		1126		33111
	Kyne, Anthony Thomas		DISI	Jul/85		601		67524
	Lager, David Arthur		SI	Jul/85		246		4108
	Mikkila, William G. May, Mikkila Inc. W G. Mikkila Holdings Inc.		DISI	Jul/85 Jul/85	1	461		900 121867
	Morgan, J D Holding Company		DISI	Jul/85 Jul/85	1	369		131 2556 36000
	Oates, William A.		SI	Jul/85 Jun/85		387 2000		1314 2000
	Reid, Alexander D. G.	WALWYN INC SER B PREF	SI	Jul/85		514		5347
	Rodger, David S.	WALWYN INC	SI	Jun/85		354		10504
WESTMOUNT RESOURCES LTD.	Scaplen, Michael A. *			Jun/85		165		399
	Wilson, Roderick A. *		DISI	Jul/85		418		52269
	Wong, Robert C. May, Mikkila Inc.		DISI	Jul/85 Jul/85	1	418		6999 31950
	Croll, John Robert	WESTMOUNT RES LTD	D	Jun/85				1000
WOODWARD'S LIMITED	Ferguson, James Allen 72925 Resources Ltd.		D	Jun/85	1	3517		7092
	McComb, Philip Charles	WOODWARD STORES LTD	DS	Jul/85			335	20000

REPORT UNDER SECTION 113 OF THE ACT

MANAGEMENT COMPANY	SELLER	DATE OF TRANSACTION	NATURE OF TRANSACTION
BOLTON TREMBLAY FUNDS INC.	Bolton Tremblay Income Fund	June 26, 1985	2,111 Units (Dividends)
MD MANAGEMENT LTD.	----		MD Growth Investments Ltd
" "	Lauriault, C.	Apr 85	121 Shares
" "	" "	May/85	114 Shares
" "	" "	June/85	112 Shares
" "	MacMillan, H. A.	May/85	484 Shares
" "	MD Growth Investments Ltd	Apr/85	27 Shares
" "	" "	May/85	28 Shares
" "	" "	May/85	28 Shares
" "	Misik, K.	May/85	140 Shares
" "	Powers, G. F.	June/85	1,013 Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jul 11, 1985	Adams, Andrew M.	855 BURRARD CAPITAL LIMITED PARTNERSHIP NO. 5 - UNITS	42,000	42 unit(s)
"	Au, Albert	"	"	42 "
"	Au, Andrew	"	"	42 "
"	Bell, Norman	"	"	42 "
"	Berg, Leo E.	"	"	42 "
"	Bishop, Garth C.	"	"	42 "
"	Blake, Marjorie M.	"	22,000	22 unit(s)
"	Blake, William G.	"	62,000	62 unit(s)
"	Buckland, Todd	"	42,000	42 unit(s)
"	Croutch, James C.	"	"	42 "
"	De La Haye, Ron	"	"	42 "
"	Decaro, Charles	"	"	42 "
"	Dunens, Egils	"	"	42 "
"	Ferriss, Lance A. D.	"	"	42 "
"	Jarvis, Richard K.	"	"	42 "
"	Kendel, Dean R.	"	"	42 "
"	Lakhram, Ronald E.	"	"	42 "
"	MacEachern, Ronald C.	"	"	42 "
"	Michalko, Keith	"	"	42 "
"	Newman, Bob	"	"	42 "
"	St. Marie, Ray	"	"	42 "
"	Toh, Anthony S.	"	"	42 "
"	Wawruszczak, Stan	"	"	42 "
"	Yao, Keiko	"	"	42 "
"	York, Mike W.	"	"	42 "
Jul 04, 1985	Canada Life Assurance Company. The Trusteed Canadian Staff and Agents' Pension funds	ALTAMIRA CAPITAL CORP CLASS A SHARES	25,000	2,500 share(s)
Jul 04, 1985	Canada Life Assurance Company. The Trusteed Canadian Staff and Agents' Pension funds	ALTAMIRA CAPITAL CORP. PREFERRED SHARES	975,000	97,500 share(s)
Jul 18, 1985	Proviso Inc.	CONSUMERS DISTRIBUTING COMPANY LIMITED - CLASS A & B SHARES	688,800	98,400 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jul 18, 1985	Provigo Inc.	CONSUMERS DISTRIBUTING COMPANY LIMITED - CLASS A & B SHARES	1,377,600	196,800 share(s)
"	Provigo Inc.	"	1,612,800	230,400 share(s)
"	Provigo Inc.	"	2,375,909	339,415 share(s)
"	Provigo Inc.	"	"	339,415 "
"	Provigo Inc.	"	3,225,600	460,800 share(s)
"	Provigo Inc.	"	13,411,087	1,915,860 share(s)
Jul. 04, 1985	Arthur, Elseke I.	EAST MALL ASSOCIATES LIMITED PARTNERSHIP - UNITS	15,000	3 unit(s)
"	Arthur, Mark L.	"	"	3 "
"	Cumming, Brian	"	"	3 "
"	Jones, David and Margot	"	"	3 "
"	Langstaff, Michael L.	"	"	3 "
"	Lord, Gertrude I.	"	"	3 "
"	Warrington, Jack	"	"	3 "
Jun. 28, 1985	Penfund Capital (No.1) Limited	HELIX CIRCUITS INC. - FIXED AND FLOATING DEBENTURE	10,000,000	\$10,000,000
Jun. 26, 1985	Lever Brothers Limited	LEVER BROTHERS LIMITED 8 7/8% DEBENTURES DUE DEC. 12/93	53,250,000	\$600,000
Jun. 30, 1985	Guaranty Trust Company of Canada	MCLEAN BUDDEN POOLED SPECIAL FUND - UNIT	1,001,266	1 unit(s)
Jun. 11, 1985	Municipal Financial Corporation	MUNICIPAL SAVINGS & LOAN CORPORATION - 11% THIRD PREFERENCE SHARES SERIES A	2,500,000	250,000 share(s)
May. 21, 1985	Roytor & Co.	NORTH AMERICAN PRIVATE EQUITY FUND II - PARTNERSHIP INTEREST	1,000,000 U.S.	\$1,000,000 U.S.
Sep. 06, 1984	Forbes, Carl P.	NORTH KIRKLAND MINES LTD. COMMON SHARES	1	25,000 share(s)
Jun. 28, 1985	Sun Life Assurance Company of Canada	NORTHERN TELECOM LIMITED COMMON SHARES	850,618	17,313 share(s)
Jul. 15, 1985	Baillie, Frank	PRIMARY EXPLORATION LTD FLOW THROUGH SHARES	300,000,000	300,000 share(s)
"	Glassco, C. S.	"	100,000	100,000 share(s)
"	Glassco, R. S.	"	"	100,000 "
"	Rondon Syndicate	"	"	100,000 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Jul. 10, 1985	Galtaco Inc.	REDLAW INDUSTRIES INC. COMMON SHARES	914,301	330,969 share(s)
Jul. 19, 1985	Durham Resources Inc.	TEX-SOL EXPLORATIONS LIMITED COMMON SHARES	100,000	666,667 share(s)
Jun. 26, 1985	Richmond & St. George Limited	TREASURE VALLEY EXPLORATIONS LTD. - COMMON SHARES	700,000	400,000 share(s)
Jul. 05, 1985	Bank of America Canada	TURBO RESOURCES LIMITED COMMON SHARES	15,230,600	7,615,300 share(s)
"	Banque Nationale de Paris (Canada)	"	11,174,334	5,587,167 share(s)
"	Barclays Bank of Canada	"	9,675,478	4,837,739 share(s)
"	Canada Trustco Mortgage Company	"	19,041,358	9,520,679 share(s)
"	Chemical Bank of Canada	"	11,637,588	5,818,794 share(s)
"	Continental Illinois Bank (Canada)	"	19,231,714	9,615,857 share(s)
"	Credit Lyonnais Canada	"	7,802,532	3,901,266 share(s)
"	Gee & Co.	"	82,859,432	41,429,716 share(s)
"	Guaranty Trust Company of Canada	"	4,760,340	2,380,170 share(s)
"	Her Majesty The Queen in Right of the Province of Alberta as represented by the Provincial Treasurer	"	22,118,664	11,059,332 share(s)
Jul. 05, 1985	Gee & Co.	TURBO RESOURCES LIMITED NON-VOTING SHARES	16,708,582	8,354,291 share(s)
Jul. 05, 1985	Gee & Co.	TURBO RESOURCES LIMITED SENIOR PREFERRED SHARES	50,000,000	500,000 share(s)
Jun. 28, 1985	Angus, Brook R.	WCS PARTNERSHIP - UNITS	109,200	2 unit(s)
"	Jory, Michael D.	"	163,800	3 unit(s)
"	Stollery, Hugh J.	"	218,400	4 unit(s)
"	Strong, Elmer T.	"	109,200	2 unit(s)
Jul. 08, 1985	Holiday Associates	WOOD GUNDY/PALM BAY 85, LTD. UNITS	733,797	7 unit(s)
"	Holiday Associates	"	540,750 U.S.	7 unit(s)

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Apr. 24, 1985	Feb. 25, 1984	Pether, Raymond R.	LOCHIEL EXPLORATION LTD. CLASS AN NON-VOTING SHARES	425	500 share (s)
"	"	"	"	8,170	9,500 "
"	"	"	"	45,000	50,000 "
Apr. 25, 1985	"	"	"	15,330	18,250 "
Apr. 28, 1985	"	"	"	14,732	17,750 "
May. 09, 1985	"	"	"	119	170 "
Jul. 01, 1985	Feb. 24, 1977	Metropolitan Life Insurance Company	NEW BRUNSWICK ELECTRIC POWER COMMISSION, THE - DEBENTURES	5,499,102	\$5,499,102
Jul. 03, 1985	May. 17, 1982	National Resources Trading Inc.	ORRWELL ENERGY CORPORATION LTD. - COMMON SHARES	1,750	5,000 share (s)
Jul. 11, 1985	"	"	"	5,250	15,000 "
Jul. 12, 1985	"	"	"	1,750	5,000 "
"	"	"	"	3,800	10,000 "
Jul. 16, 1985	"	"	"	10,150	29,000 "
Jul. 05, 1985	Jun. 17, 1983	Mutual Life Assurance Company of Canada	PEOPLES JEWELLERS LTD. COMMON SHARES	37,925	3,700 share (s)
Jun. 05, 1985	Nov. 01, 1983	Conwest Exploration Company Limited	QUEENSTON GOLD MINES LIMITED COMMON SHARES	29,900	13,000 share (s)
Jun. 07, 1985	"	"	"	27,600	12,000 "
Jul. 11, 1985	Jan. 10, 1985	B.J. & B. Holdings Limited	REED STENHOUSE COMPANIES LIMITED - CLASS A SHARES	60,000	3,000 share (s)
"	"	"	"	101,832	5,060 "
"	"	"	"	1,198,800	59,200 "
Jun. 25, 1985	Mar. 10, 1983	Trident Resources Inc.	SCINTILORE EXPLORATIONS LIMITED - COMMON SHARES	2,375	2,500 share (s)
Jun. 27, 1985	"	"	"	1,900	2,000 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
Conwest Exploration Company Limited	CHANCE MINING AND EXPLORATION COMPANY LIMITED COMMON SHARES	421,181 share(s)
Meredith, Paul E.	HOLMER GOLD MINES LIMITED - COMMON SHARES WITHOUT PAR VALUE	45,000 "
Brondyke, R. H.	JEDBURGH RESOURCES LTD. - COMMON SHARES	100,000 "
Christ, Alexander	MACKENZIE FINANCIAL CORPORATION - COMMON SHARES WITHOUT PAR VALUE	100,000 "
Grey Sisson Enterprises Inc.	MOTHER'S RESTAURANTS LIMITED - COMMON SHARES	15,000 "
Ken Fowler Enterprises Limited	" "	15,000 "
Pasquale Marra Enterprises Inc	" "	15,000 "

REPORT MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT WITH
RESPECT TO OUTSTANDING SECURITIES OF A PRIVATE COMPANY
THAT HAS CEASED TO BE A PRIVATE COMPANY

NAME OF COMPANY	DATE WHEN THE COMPANY CEASED TO BE A PRIVATE COMPANY
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MIRTONE INTERNATIONAL INC.	APRIL 30, 1985
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CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

VARIATION OF OFFER

IVACO INC.
(OFFEROR)

THE AHL GROUP LIMITED
(OFFEREE)

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
A.H.A. AUTOMOTIVE TECHNOLOGIES	PRIVATE PLACEMENTS
ABITIBI-PRICE INC.	PRESS RELEASE
ABO OIL CORPORATION	PRESS RELEASE
ACKLANDS LTD.	IFS 6 MN MY 31 85
ACORN FUND, INC., THE	PRIVATE PLACEMENTS
AGF MANAGEMENT LIMITED	APPLICATION
AGNICO-EAGLE MINES LTD.	PRESS RELEASE
AGNICO-EAGLE MINES LTD.	PRESS RELEASE
AHL GROUP LIMITED, THE	T.S.E. MATERIAL
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALGONQUIN MERCANTILE CORPORATION	SHRHLDRS. MTNG. MAT.
ALTAMIRA CAPITAL CORP.	PRIVATE PLACEMENTS
ALTAMIRA INCOME FUND	PRELIM. PROSPECTUS
ALTAMIRA INCOME FUND	APPENDICES TO PRO.
ALTON CORPORATION, THE	NAME CHANGE
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
AMAX INC.	T.S.E. MATERIAL
AMCA INTERNATIONAL LIMITED	T.S.E. MATERIAL
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
ANDROCK INC.	T.S.E. MATERIAL
ANDROCK INC.	T.S.E. MATERIAL
ANGLO DOMINION GOLD EXPLORATION LIMITED	T.S.E. MATERIAL
ANSIL RESOURCES LIMITED	IFS 6 MN JN 30 85
ARC INTERNATIONAL CORPORATION	PRESS RELEASE
ARC INTERNATIONAL CORPORATION	PRESS RELEASE
ARGCEN HOLDINGS INC.	PRESS RELEASE
ARGCEN HOLDINGS INC.	PRESS RELEASE
ARGCEN HOLDINGS INC.	SHRHLDRS. MTNG. MAT.
ASAMERA INC.	T.S.E. MATERIAL
ASAMERA INC.	T.S.E. MATERIAL
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TEXACO CANADA INC.	PRESS RELEASE
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ISSUER	TITLE
WATERFORD APARTMENTS LIMITED	AUD. ANN. FIN. STMT.
WEST HILL ENERGY INC.	RULING/ORDER/REASONS
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CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 COLBORNE SOUTH LIMITED PARTNERSHIP

July 17, 1985

Colborne South Limited Partnership

National Issue - Ontario

Offering 175 units at a price of \$15,000 per unit.

Agent: Equion Securities Canada Limited

11.1.2 2100 BLOOR STREET WEST LIMITED PARTNESHIP

July 18, 1985

2100 Bloor Street West
Limited Partnership

National Issue - Ontario

Offering 630 units at a price of \$15,000 per unit.

Agent: Equion Securities Canada

11.2 PRELIMINARY EXCHANGE OFFERING PROSPECTUSES RECEIVED

11.2.1 SOGEPET LIMITED

July 16, 1985

Sogepet Limited

Offering 300,000 units, each consisting of one common share and one share purchase warrant, at a price of \$1.50 per unit.

Underwriter: Jones, Gable & Company Limited

11.2.2 MASSIVE ENERGY LIMITED

July 19, 1985

Massive Energy Limited

National Issue - Ontario

Offering * units, each unit consists of one common share and one share purchase warrant, at a price of \$ * per unit.

Underwriter: Davidson Partners Limited

11.3 PRELIMINARY PROSPECTUS WITHDRAWN

11.3.1 PROFESSIONAL MARKET FUND LIMITED

July 16, 1985

Professional Market Fund Limited

The preliminary prospectus dated and filed May 3, 1985, has been withdrawn at the request of the company.

11.4 FINAL RECEIPTS ISSUED

11.4.1 ACCESS ATM NETWORK INC.

Access ATM Network Inc.

A final receipt was issued July 17, 1985 for a prospectus dated July 16, 1985 offering a minimum of 550,000 common shares and a maximum of 605,000 common shares at \$8.25 per share to net the Company a minimum of \$4,240,500 and a maximum of \$4,664,550 before deducting the expenses of the issue.

Promoters: Robert T. Horwood
Richard T. La Prairie
Underwriters: McLeod Young Weir Limited
Merrill Lynch Canada Inc.

11.4.2 ACTIFUND LIMITED

Actifund Limited

Final receipt issued July 17, 1985 for a prospectus dated July 16, 1985 filed Actifund Limited qualifying for sale in Ontario on a continuous basis mutual fund shares at net asset value plus a sales commission.

Distributor: Investment Strategies Limited

11.4.3 MD REALTY FUND

MD Realty Fund

Final receipt issued July 19, 1985 for the prospectus dated April 26, 1985 offering Class A and Class B Trust Units of MD Realty Fund.

Sponsor and Manager: MD Management Limited

11.5 ANNUAL INFORMATION FORM RECEIVED

11.5.1 LACANA MINING CORPORATION

July 22, 1985

Lacana Mining Corporation

A first annual information form dated July 19, 1985 has been filed by Lacana Mining Corporation.

CHAPTER 12
REGISTRATIONS

12.1 REGISTRATIONS

12.1.1 SECURITIES

REGISTRATIONS
SECURITIES

INVESTMENT COUNSEL

Pagebrook Advisors Inc.,
Suite 200,
1099 Bay Street,
Toronto, Ontario.
M5S 2B3.
(effective July 17, 1985)
New Registration

SECURITIES DEALER, INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Rabin, Budden Partners
330 Bay Street,
Suite 1204,
Toronto, Ontario.
M5H 2S8.
(effective July 18, 1985)
New Registration

CHAPTER 25
OTHER INFORMATION

25.1 HELIX CIRCUITS INC.

July 18, 1985

Helix Circuits Inc.

The Commission hereby consents to the pro rata release from escrow of 552,597 common shares on July 17, 1985, 725,668 common shares on March 17, 1986, 725,668 common shares on March 17, 1987 and 1,088,499 common shares on March 17, 1988.

It is to be noted that the common shares held in escrow by Helix Investments Limited were transferred with the consent of the Commission on February 11, 1985 to 600574 Ontario Limited.

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